

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus 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, you should at once hand this prospectus and, if any, the accompanying PAL and EAF to the purchaser(s) or transferee(s) or bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents referred to above.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as may be 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Shareholder(s) with registered address(es) outside of Hong Kong are referred to the important information set out in the section headed "Rights of Overseas Shareholders" in the "Letter from the Board" of this prospectus.

It is the responsibility of the Shareholders, including the Overseas Shareholders, to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Rights Shares in their nil-paid or fully paid forms and to pay any taxes and duties required to be paid in such jurisdiction in connection with the taking up and onward sale of the Rights Shares in their nil-paid or fully paid forms.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.



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 RIGHTS ISSUE OF 586,237,461 RIGHTS SHARES
AT HK\$0.35 PER RIGHTS SHARE ON THE BASIS OF
THREE RIGHTS SHARES FOR EVERY ONE SHARE
HELD ON THE RECORD DATE**

Underwriter



Terms used in this cover page have the same meanings as defined in this prospectus.

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" on pages 9 to 34 of this prospectus.

The Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, at any time prior to the Latest Time for Termination, the right to terminate its obligations thereunder on the occurrence of certain events, including but not limited to force majeure, as more particularly described in the section headed "Termination of the Underwriting Agreement" in this prospectus. The Rights Issue is therefore also subject to the Underwriter not rescinding or terminating the Underwriting Agreement. Accordingly, the Rights Issue may or may not proceed.

The Shares were dealt in on an ex-rights basis from Wednesday, 13 May 2015. Dealings in the Rights Shares in the nil-paid form are expected to take place from Wednesday, 27 May 2015 to Wednesday, 3 June 2015 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter on or before 4:00 p.m., Tuesday, 9 June 2015 (or such later time as the Underwriter may agree with the Company), the Rights Issue will not proceed. Any persons contemplating buying or selling the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares from Wednesday, 27 May 2015 to Wednesday, 3 June 2015 (both days inclusive), will bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

The latest time for acceptance of, and payment for, the Rights Shares is 4:00 p.m. on Monday, 8 June 2015. The procedure for acceptance of and payment for or transfer of the Rights Shares are set out on pages 15 to 17 of this prospectus.

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

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Expected Timetable	6
Termination of the Underwriting Agreement	7
Letter from the Board	9
Appendix I — Financial information of the Group	I-1
Appendix II — Unaudited pro forma financial information of the Group	II-1
Appendix III — General information	III-1

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings:

“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), details of which were set out in the Company’s circular dated 23 February 2013 and the Company’s announcements dated 5 December 2012 and 1 April 2013
“Announcement”	the announcement of the Company dated 24 February 2015 in relation to the Rights Issue
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
“Capital Reduction”	the 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 was reduced from HK\$0.10 to HK\$0.01, which has become effective on 24 March 2015
“Capital Reorganisation”	the reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Subdivision, which has become effective on 24 March 2015
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in board lot size for trading of Shares on the Stock Exchange from 20,000 to 5,000 which has become effective on 24 March 2015

DEFINITIONS

“close associate”	has the meaning ascribed thereto under the GEM Listing Rules
“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
“connected person”	has the meaning ascribed thereto under the GEM Listing Rules
“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
“controlling Shareholder”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares in connection with the Rights Issue
“Excluded Shareholder(s)”	the Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	24 February 2015, being the date of the Announcement
“Latest Practicable Date”	18 May 2015, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Latest Time for Acceptance”	4:00 p.m. on Monday, 8 June 2015 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for acceptance of the offer of Rights Shares and the application for the excess Rights Shares and if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at anytime before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.
“Latest Time for Termination”	4:00 p.m. on Tuesday, 9 June 2015, being the first Business Day after the Latest Time for Acceptance, or such later time as may be agreed between the Company and the Underwriter
“Overseas Shareholder(s)”	Shareholder(s) with registered address(es) (as shown in the register of members of the Company on the Record Date) which is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be used in connection with the Rights Issue
“PRC”	the People’s Republic of China, which for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Pre-Capital Reorg Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately prior to the Capital Reorganisation becoming effective
“Prospectus Documents”	this Prospectus, the PAL and the EAF
“Prospectus Posting Date”	Friday, 22 May 2015 or such other date as may be agreed between the Company and the Underwriter, being the date of despatch of the Prospectus Documents
“Qualifying Shareholder(s)”	Shareholder(s) whose names appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	Thursday, 21 May 2015, being the record date for determining the entitlements to the Rights Issue

DEFINITIONS

“Registrar”	Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, the Company’s branch share registrar and transfer office in Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares on the basis of three (3) Rights Shares for every one (1) Share held on the Record Date at the Subscription Price pursuant to the Prospectus Documents and as contemplated under the Underwriting Agreement
“Rights Shares”	the 586,237,461 Shares proposed to be offered to the Qualifying Shareholders pursuant to the Rights Issue for subscription on the terms set out in the Underwriting Agreement and in the Prospectus
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Consolidation”	the consolidation of every ten (10) issued and unissued Pre-Capital Reorg Shares into one (1) Consolidated Share, which has become effective on 24 March 2015
“Shareholder(s)”	holder(s) of the Share(s)
“Share Subdivision”	the sub-division of each of the authorised but unissued Consolidated Shares of HK\$0.10 each into ten (10) Shares of HK\$0.01 each, which has become effective on 24 March 2015
“Shortfall Performance Shares”	up to 266,214 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
“Subscription Price”	the issue price of HK\$0.35 per Rights Share at which the Rights Shares are proposed to be offered for subscription
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers, as modified, amended and supplemented from time to time
“Tranche II Performance Shares”	up to 18,154,282 Shares (subject to adjustments) which may be allotted and issued by the Company in accordance with the Acquisition Agreement

DEFINITIONS

“Underwriter”	Astrum Capital Management Limited, a corporation licensed to carry out business in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
“Underwriting Agreement”	the underwriting agreement dated 24 February 2015 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue (as varied and supplemented by the supplemental underwriting agreements dated 20 March 2015 and 10 April 2015 made by the same parties)
“Underwritten Shares”	such number equal to the actual number of the Rights Shares
“%”	per cent.

For the purpose of this prospectus, all amounts denominated in US\$ has been translated into HK\$ using the exchange rates of US\$1:HK\$7.76. No representation is made that any amounts in US\$ or HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.

EXPECTED TIMETABLE

The timetable for the Rights Issue and the associated trading arrangements are set out below. Dates and times for event mentioned in the timetable are indicative only and may be extended or varied. Any changes to the following expected timetable will be announced as and when appropriate in accordance with the GEM Listing Rules.

Event	Date and time
Despatch of the Prospectus Documents	Friday, 22 May 2015
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Wednesday, 27 May 2015
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Friday, 29 May 2015
Last day of dealings in nil-paid Rights Shares	4:00 p.m. on Wednesday, 3 June 2015
Latest Time for Acceptance	4:00 p.m. on Monday, 8 June 2015
Latest Time for Termination of the Underwriting Agreement.....	4:00 p.m. on Tuesday, 9 June 2015
Announcement of allotment results	Monday, 15 June 2015
Despatch of share certificates for fully-paid Rights Shares and refund cheques (if any)	Tuesday, 16 June 2015
Commencement of dealings in fully-paid Rights Shares.....	9:00 a.m. on Wednesday, 17 June 2015

Notes:

- (i) All dates and times in this prospectus refer to Hong Kong dates and time.
- (ii) Effect of bad weather on the Latest Time for Acceptance.

If there is:

- a tropical cyclone warning signal number 8 or above, or
- a “black” rainstorm warning:
 - (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 8 June 2015, the Latest Time of Acceptance will not take place at 4:00 p.m. on Monday, 8 June 2015, but will be extended to 5:00 p.m. on the same Business Day instead; and
 - (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 8 June 2015, the Latest Time of Acceptance will not take place on Monday, 8 June 2015, but will be extended to 4:00 p.m. on the next Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Monday, 8 June 2015, the dates mentioned in the preceding timetable may be affected. An announcement will be made by the Company in such event.

TERMINATION OF THE UNDERWRITING AGREEMENT

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if:

- (i) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue after the signing of the Underwriting Agreement; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (c) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole; or
 - (d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (e) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which, in the reasonable opinion of the Underwriter, is or might be material to the Group taken as a whole; or
 - (f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Pre-Capital Reorg Shares or the Shares (as the case may be) generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (ii) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any

TERMINATION OF THE UNDERWRITING AGREEMENT

member of the Group and a change in currency conditions includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or

- (iii) the Prospectus and all amendments and supplements thereto when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue.

The Underwriter shall be entitled by notice in writing to the Company served prior to the Latest Time for Termination, to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which would render any of the warranties given by the Company contained under the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

If the Underwriter exercises such rights, the Rights Issue will not proceed.

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

22 May 2015

To the Qualifying Shareholders,

Dear Sir or Madam,

**PROPOSED RIGHTS ISSUE OF 586,237,461 RIGHTS SHARES
AT HK\$0.35 PER RIGHTS SHARE ON THE BASIS OF
THREE RIGHTS SHARES FOR EVERY ONE SHARE
HELD ON THE RECORD DATE**

INTRODUCTION

Reference is made to the Announcement, the announcements dated 20 March 2015, 10 April 2015, 11 May 2015 and 12 May 2015 and the circular dated 22 April 2015 in relation to, among other things, the Rights Issue.

On 24 February 2015, the Board announced that the Company proposed to raise approximately HK\$205.2 million before expenses by issuing 586,237,461 Rights Shares at the Subscription Price of HK\$0.35 per Rights Share on the basis of three Rights Shares for every one Share held on the Record Date. The Rights Issue will be fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement. The Underwriting Agreement contains provisions granting the Underwriter the ability to

* *For identification purposes only*

LETTER FROM THE BOARD

rescind or terminate its obligations thereunder on the occurrence of certain events as set out under the section headed “Termination of the Underwriting Agreement” in this prospectus at any time prior to the Latest Time for Termination. The Rights Issue is not available to the Excluded Shareholders.

The purpose of this prospectus is to provide you with, among other things, further details of the Rights Issue, including information on dealing in, transfer and acceptance of the Rights Shares, and certain financial and other information in respect of the Group.

RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	:	Three (3) Rights Shares for every one (1) Share held on the Record Date
Number of Shares in issue as at the Record Date and the Latest Practicable Date	:	195,412,487 Shares
Number of Rights Shares	:	586,237,461 Rights Shares
Aggregate nominal value of the Rights Shares to be issued	:	HK\$5,862,374.61
Subscription Price	:	HK\$0.35 per Rights Share
Underwriter	:	Astrum Capital Management Limited
Enlarged issued share capital of the Company upon completion of the Rights Issue	:	781,649,948 Shares
Funds raised before expenses	:	Approximately HK\$205.2 million

The aggregate number of the Rights Shares to be issued pursuant to the Rights Issue amounts to 586,237,461 and represents 300% of the issued share capital of the Company as at the Record Date and 75% of the issued share capital of the Company as at the Record Date as enlarged by the allotment and issue of the Rights Shares.

As at the Latest Practicable Date, it is expected that the Tranche II Performance Shares and the Shortfall Performance Shares (i.e. up to an aggregate of 18,420,496 Shares) would be allotted and issued by the Company in or around June 2015. As the allotment and issue of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will take place after the Record Date, the holder(s) of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will not qualify for the Rights Issue.

LETTER FROM THE BOARD

Save for the Tranche II Performance Shares and the Shortfall Performance Shares, 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 Shares.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must:

1. be registered as a member of the Company at the close of business on the Record Date; and
2. not be an Excluded Shareholder.

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. Overseas Shareholders whose names appear on the register of members of the Company on the Record Date may not be eligible to take part in the Rights Issue. Based on the register of members of the Company as at the Record Date, there was one Overseas Shareholder situated in the PRC.

The Company has complied with all necessary requirements specified in Rule 17.41(1) of the GEM Listing Rules (including notes 1 and 2 thereto) and has made enquiry with its legal advisers regarding the feasibility of extending the Rights Issue to the Overseas Shareholders under the laws of the relevant place and the requirements of the relevant regulatory body or the stock exchange.

Based on the advice and replies provided by the relevant foreign legal adviser, the Directors are of the view that it is expedient to extend the Rights Issue to the Overseas Shareholders in the PRC as there are no legal restrictions prohibiting the making of Rights Issue in such jurisdiction and no local legal or regulatory compliance is required to be made in such jurisdiction. Accordingly there are no Excluded Shareholders.

It is the responsibility of the Shareholders, including the Overseas Shareholders, to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Rights Shares in their nil-paid or fully-paid forms and to pay any taxes and duties required to be paid in such jurisdiction in connection with the taking up and onward sale of the Rights Shares in their nil-paid or fully-paid forms.

Subscription Price

The Subscription Price for the Rights Shares is HK\$0.35 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

LETTER FROM THE BOARD

The Subscription Price represents:

- (i) a discount of approximately 59.8% to the theoretical closing price of HK\$0.87 per Share, based on the closing price of HK\$0.087 per Pre-Capital Reorg Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;
- (ii) a discount of approximately 61.5% to the average theoretical closing price of HK\$0.908 per Share, based on the average closing price of HK\$0.0908 per Pre-Capital Reorg Share as quoted on the Stock Exchange for the five consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;
- (iii) a discount of approximately 64.9% to the average theoretical closing price of HK\$0.997 per Share, based on the average closing price of HK\$0.0997 per Pre-Capital Reorg Share as quoted on the Stock Exchange for the 10 consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;
- (iv) a discount of approximately 27.1% to the theoretical ex-rights price of HK\$0.48 per Share, based on the closing price of HK\$0.087 per Pre-Capital Reorg Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;
- (v) a discount of approximately 91.1% to the audited consolidated net asset value of the Company for the year ended 31 December 2014 of HK\$3.93 per Share;
- (vi) a discount of approximately 53.95% to the closing price of HK\$0.76 per Share as at the Latest Practicable Date; and
- (vii) a discount of approximately 46.77% to the theoretical ex-rights price of HK\$0.6575 per Share, based on the closing price of HK\$0.76 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

Based on the Subscription Price of HK\$0.35, the estimated gross proceeds of the Rights Issue will be approximately HK\$205.2 million. The net proceeds from the Rights Issue to be received by the Company is expected to be approximately HK\$196.7 million. The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK\$0.336.

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Pre-Capital Reorg Shares and the market conditions. The Directors (including the independent non-executive Directors) consider that the discount of the Subscription Price would encourage the Shareholders to participate in the Rights Issue and accordingly maintain their pro-rata shareholdings in the Company and participate in the future growth of the Group, and that the terms of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Basis of Provisional Allotment

The basis of the provisional allotment will be three (3) Rights Shares (in nil-paid form) for every one (1) Share held by Qualifying Shareholders at the close of business on the Record Date. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before the Latest Time for Acceptance.

Fractions of the Rights Shares

The Company will not provisionally allot, and accept applications for, any fractions of the Rights Shares to any Qualifying Shareholders. All fractions of the Rights Shares will be aggregated and all nil-paid Rights Shares arising from such aggregation will be sold by the Company in the market if a premium (net of expenses) can be achieved, the Company will retain the proceeds from such sale(s) for its benefit. No odd lot matching services will be provided for the Rights Shares.

Status of the Rights Shares

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of the allotment of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 16 June 2015. The entitled will receive one share certificate for all the Rights Shares and/or excess Rights Shares (if any) issued to him/her/it.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares are also expected to be posted on or before Tuesday, 16 June 2015 by ordinary post at such Shareholders' own risk.

Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for, (i) Rights Shares representing the entitlement of the Excluded Shareholders and which cannot be sold at a net premium; (ii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders; and (iii) the aggregation of the fractional entitlements of the Qualifying Shareholders which are not sold by the Company in the market as described in the paragraph headed "Fractions of the Rights Shares" above. Application may be made by completing the EAF for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Board will allocate the excess Rights Shares at its discretion on a fair and equitable basis, in proportion to the number of excess Rights Shares being applied for under each application, except that preference will be given to applications for less than a board lot of Rights Shares

LETTER FROM THE BOARD

where it appears to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with intention to abuse the mechanism. The Board will take into account and assess all relevant factors and circumstances available to the Company in allocating the excess Rights Shares including but not limited to the pattern of registration of Shareholders before and after the announcement of the Rights Issue on 24 February 2015, the spread and pattern of the excess applications, the number of excess Rights Shares applied for in those excess applications and the number of excess Rights Shares available for allocation. The Board may exercise its discretion, after consultation with the Underwriter, to reject any application for excess Rights Shares if it appears to the Board that the application has been made with the intention to abuse the mechanism.

Shares registered in the name of nominee companies

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually.

Application for listing

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong. Nil-paid and fully-paid Rights Shares are traded in board lots of 5,000.

LETTER FROM THE BOARD

Procedures for acceptance and payment

PAL — Acceptance, payment and transfer

If you are a Qualifying Shareholder, you will find the PAL enclosed with this prospectus which entitles you to apply for the number of Rights Shares in your assured entitlement shown thereon. If you wish to apply for such Rights Shares or any lesser number of such Rights Shares, you must complete, sign and lodge the same in accordance with the instructions printed thereon, together with the remittance for full amount payable on application with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Monday, 8 June 2015. All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**GET HOLDINGS LTD — RIGHTS ISSUE ACCOUNT**" and crossed "**Account Payee Only**".

It should be noted that unless the PAL, duly completed, together with the appropriate remittance, has been lodged with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than the Latest Time for Acceptance, whether by the original allottee or any person to whom the rights have been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by other Qualifying Shareholders. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

If you are a Qualifying Shareholder and you wish to accept only part of your provisional allotment of Rights Shares, or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you, or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Friday, 29 May 2015 with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PAL(s) in the denominations required. The new PALs will be available for collection at the Registrar, Tricor Tengis Limited at the address above after 9:00 a.m. on the second Business Day after the surrender of the original PAL. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company may (at its sole discretion) treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

The PAL contains full information regarding the procedures to be followed if you wish to apply for a number of Rights Shares different from your assured entitlement and the procedures to transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders.

All cheques or cashier's orders will be presented for payment immediately following receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Any PAL in respect of which the cheque or cashier's order is dishonoured on first

LETTER FROM THE BOARD

presentation is liable to be rejected, and in that event the relevant entitlements of the Qualifying Shareholder under the Rights Issue will be deemed to have been declined and will be cancelled.

If the Underwriter exercises the right to terminate its obligations under the Underwriting Agreement before the Latest Time for Termination and/or if any of the conditions to which the Rights Issue is subject are not fulfilled in accordance with the section headed “Conditions of the Rights Issue” below, the application monies will be refunded, without interest, by sending cheques made out to the applicants (or in the case of joint applicants, to the first named applicant) and crossed “**Account Payee Only**”, through ordinary post at the risk of the applicants to the address specified in the Company’s register of members on or before Tuesday, 16 June 2015.

No receipt will be issued in respect of any application monies received.

EAF — Application for excess Rights Shares

If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign the enclosed EAF in accordance with the instructions printed thereon and lodge the same with a separate remittance for the amount payable on applications in respect of the excess Rights Shares being applied for with the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by not later than 4:00 p.m. on Monday, 8 June 2015. All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**GET HOLDINGS LTD — EXCESS APPLICATION ACCOUNT**” and crossed “**Account Payee Only**”. No receipt will be given for such remittances.

The Company will notify the relevant Qualifying Shareholders of any allotment of excess Rights Shares made to them by way of announcement. An announcement of results of acceptance of and excess applications for the Rights Issue will be published on Monday, 15 June 2015.

Where the number of excess Rights Shares applied for under one EAF is larger than the total number of Rights Shares being offered under the Rights Issue, being 586,237,461 Rights Shares, such application (other than from a nominee company) would be treated as invalid and be rejected.

If no excess Rights Shares are allotted to a Qualifying Shareholder, the amount tendered on application is expected to be returned by refund cheque to that Qualifying Shareholder in full by ordinary post by the Registrar at his/her/its own risk on or before Tuesday, 16 June 2015.

If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than that applied for, the surplus application monies are also expected to be returned by refund cheque to that Qualifying Shareholder by ordinary post by the Registrar at his/her/its own risk on or before Tuesday, 16 June 2015.

LETTER FROM THE BOARD

The EAF is for use only by the Qualifying Shareholder(s) to whom it is addressed and is not transferable. All documents, including refund cheques, will be despatched by ordinary post at the risk of the persons entitled thereto to their respective registered addresses as appeared on the Company's register of members.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled:

- (i) the Capital Reorganisation having become effective on or before the Record Date;
- (ii) the passing of the necessary resolution(s) by the Shareholders (who are not required to abstain from voting under the GEM Listing Rules) at the special general meeting of the Company to approve the Rights Issue and the transactions contemplated under the Underwriting Agreement by no later than the Prospectus Posting Date;
- (iii) the Stock Exchange 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 (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date;
- (iv) the filing and registration of the Prospectus Documents (together with any other documents required by applicable law or regulation to be annexed thereto) with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date;
- (v) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date; and
- (vi) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination.

None of the above conditions precedent is capable of being waived by the Underwriter and the Company.

If the above conditions are not satisfied by the Latest Time for Acceptance (or such later date or dates as the Underwriter may agree with the Company in writing), the Underwriting Agreement shall terminate (save in respect of the provisions in relation to fees and expenses, indemnity, notices and governing law and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) and no party will have any claim against any other party for cost, damages, compensation or otherwise, and the Rights Issue will not proceed.

As at the Latest Practicable Date, condition (i) and (ii) referred to the above has been satisfied.

LETTER FROM THE BOARD

UNDERWRITING AGREEMENT

The principal terms of the Underwriting Agreement are as follows:

Date of the Underwriting Agreement : 24 February 2015

Date of the supplemental underwriting agreements : 20 March 2015 and 10 April 2015

Parties : Astrum Capital Management Limited

To the best of the Directors' knowledge and information after having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons

Total number of Rights Shares being underwritten by the Underwriter : 586,237,461 Underwritten Shares, being all the Rights Shares under the Rights Issue

Commission : The Underwriter will receive a commission in respect of its underwriting of the Rights Issue at 3.5% of the aggregate Subscription Price in respect of the Underwritten Shares

The Board considers that the terms of the Underwriting Agreement including the commission rate are fair and reasonable as compared to the market practice and commercially reasonable as agreed between the parties of the Underwriting Agreement.

Termination of the Underwriting Agreement

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if:

- (i) the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue after the signing of the Underwriting Agreement; or

LETTER FROM THE BOARD

- (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (c) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole; or
 - (d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (e) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which, in the reasonable opinion of the Underwriter, is or might be material to the Group taken as a whole; or
 - (f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Pre-Capital Reorg Shares or the Shares (as the case may be) generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (ii) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or
 - (iii) the Prospectus and all amendments and supplements thereto when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue.

LETTER FROM THE BOARD

The Underwriter shall be entitled by notice in writing to the Company served prior to the Latest Time for Termination, to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which would render any of the warranties given by the Company contained under the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter. If the Underwriter exercises such rights, the Rights Issue will not proceed.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company assuming that there is no change in the shareholding structure of the Company from the Latest Practicable Date to immediately after the completion of the Rights Issue.

Shareholders	As at the Latest Practicable Date		Assuming all the Qualifying Shareholders take up all the Rights Shares		Immediately after completion of the Rights Issue The Underwriter, the Sub-Underwriter and the subscribers take up all the Rights Shares (assuming no Qualifying Shareholder takes up any of the Rights Shares)	
	Number of Shares	%	Number of Shares	%	Number of Shares	% (Note 4)
Fordjoy Securities and Futures Limited (“Sub-Underwriter”) (Note 1)	—	—	—	—	220,000,000	28.15
The Underwriter (Note 2)	—	—	—	—	66,237,461	8.47
Individual 1 (Note 3)	—	—	—	—	20,000,000	2.56
Individual 2 (Note 3)	—	—	—	—	35,000,000	4.48
Individual 3 (Note 3)	—	—	—	—	35,000,000	4.48
Individual 4 (Note 3)	—	—	—	—	35,000,000	4.48
Individual 5 (Note 3)	—	—	—	—	35,000,000	4.48
Individual 6 (Note 3)	—	—	—	—	35,000,000	4.48
Individual 7 (Note 3)	—	—	—	—	35,000,000	4.48
Individual 8 (Note 3)	—	—	—	—	35,000,000	4.48
Individual 9 (Note 3)	—	—	—	—	35,000,000	4.48
Public Shareholders	195,412,487	100.00	781,649,948	100.00	195,412,487	25.00
	<u>195,412,487</u>	<u>100.00</u>	<u>781,649,948</u>	<u>100.00</u>	<u>781,649,948</u>	<u>100.00</u>

LETTER FROM THE BOARD

Notes:

- (1) The Sub-Underwriter is a licensed corporation under the SFO and is third party independent of, and not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates. As at the Latest Practicable Date, the Sub-Underwriter has entered into a sub-underwriting letter with the Underwriter to take up 220,000,000 Shares. Pursuant to such sub-underwriting agreement, (a) the Sub-Underwriter shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates; (b) the Sub-Underwriter will not hold 10% or more of the voting rights of the Company immediately upon completion of the Rights Issue; and (c) the Sub-Underwriter will not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 29.9% or more of the voting rights of the Company immediately upon completion of the Rights Issue. The Sub-Underwriter shall use all reasonable endeavours to procure that each of the subscribers shall observe and comply with the requirements in (a) to (c) above.

As at the Latest Practicable Date, the Sub-Underwriter has already placed an aggregate of 64,000,000 Rights Shares to three subscribers.

- (2) Pursuant to the Underwriting Agreement, (a) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers (including any direct and indirect sub-underwriters) shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates; (b) the Underwriter will procure each of the subscribers (including any direct and indirect sub-underwriters) will not hold 10% or more of the voting rights of the Company immediately upon completion of the Rights Issue; and (c) the Underwriter will not, and will procure each of the subscribers (including any direct and indirect sub-underwriters) will not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 29.9% or more of the voting rights of the Company immediately upon completion of the Rights Issue.
- (3) The Underwriter confirmed that each of the Individual 1 to Individual 9 is third party independent of, and not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates. The Underwriter further confirmed that each of the Individual 1 to Individual 9, the Underwriter, and the Sub-Underwriter is independent to each other. As at the Latest Practicable Date, each of the Individual 1 to Individual 9 has signed a sub-underwriting letter with the Underwriter to subscribe for the respective numbers of shares set out in the table above.
- (4) The aggregate percentage may not add up to 100% due to rounding.
- (5) Based on the review of the register of members of the Company as at the Latest Practicable Date, the Company is not aware of any Shareholder holding 10% or more of the Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

TRANCHE II PERFORMANCE SHARES AND SHORTFALL PERFORMANCE SHARES

Pursuant to the Acquisition Agreement, subject to Apperience Corporation recording a prescribed level of the Target Profit II (as defined in the circular of the Company dated 23 February 2013), the Company shall allot and issue, credited as fully paid, an aggregate of up to 18,420,496 Shares (being the aggregate of the Tranche II Performance Shares and the Shortfall Performance Shares, both subject to adjustments) to the following vendors named in the Acquisition Agreement respectively as follows:

Name of Vendors	Number of Tranche II Performance Shares to be allotted and issued	Number of Shortfall Performance Shares to be allotted and issued
Access Magic Limited	3,582,385 Tranche II Performance Shares	52,532 Shortfall Performance Shares
Ace Source International Limited	5,075,211 Tranche II Performance Shares	74,423 Shortfall Performance Shares
Well Peace Global Limited	895,551 Tranche II Performance Shares	13,132 Shortfall Performance Shares
Wealthy Hope Limited	895,551 Tranche II Performance Shares	13,132 Shortfall Performance Shares
IDG-Accel China Growth Fund II L.P.	6,410,640 Tranche II Performance Shares	94,006 Shortfall Performance Shares
IDG-Accel China Investors II L.P.	524,295 Tranche II Performance Shares	7,688 Shortfall Performance Shares
THL A1 Limited	770,649 Tranche II Performance Shares	11,301 Shortfall Performance Shares
	<u>18,154,282 Tranche II Performance Shares</u>	<u>266,214 Shortfall Performance Shares</u>
Total:	<u>18,154,282 Tranche II Performance Shares</u>	<u>266,214 Shortfall Performance Shares</u>

The Company will issue an announcement as and when the Tranche II Performance Shares and Shortfall Performance Shares are to be allotted and issued.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) provision of website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and Mandatory Provident Fund (“MPF”) schemes brokerage services and (vi) provision of corporate management solutions and information technology (“IT”) contract services.

LETTER FROM THE BOARD

Based on the Subscription Price of HK\$0.35, the estimated gross proceeds of the Rights Issue will be approximately HK\$205.2 million. The estimated net proceeds from the Rights Issue will be approximately HK\$196.7 million (after the deduction of underwriting commission, professional fees and printing charges and other miscellaneous expenses of approximately HK\$8.5 million payable to the Underwriter, legal advisers, auditor, printing company and Registrar) which are intended to be used as to (i) approximately HK\$20 million of the net proceeds for funding the incorporation of a company in Hong Kong and to be wholly-owned by the Group to carry on Type 1 regulated activity (dealing in securities) under the SFO, details of which are disclosed in the announcement of the Company dated 2 February 2015; (ii) approximately HK\$50 million of the net proceeds for funding the money lending business; (iii) approximately HK\$80 million of the net proceeds for future potential acquisitions or investments which are related to insurance and MPF schemes brokerage business; (iv) approximately HK\$36 million of the net proceeds for future potential acquisition of properties; and (v) approximately HK\$10.7 million of the net proceeds for general working capital of the Group.

Details of each of the estimated use of net proceeds are set out below.

(i) Approximately HK\$20 million of the net proceeds for funding the incorporation of a company in Hong Kong and to be wholly-owned by the Group to carry on Type 1 regulated activity (dealing in securities) under the SFO

The official launch of the Shanghai-Hong Kong Stock Connect (“**Programme**”) in November 2014 marked the beginning of a new era. Even if the market for securities industry is highly competitive and subject to the change of government policy, the Group is confident in the market prospects and expects that the trade volume of both stock markets in Shanghai and Hong Kong will go up in the long term. The Programme is the first of its kind to relax on investment restrictions in the PRC’s capital market and the PRC government may relax investment restrictions on other stock markets in the future like the Shenzhen stock market and it is expected that more people would be interested in investing in the PRC’s stock markets through Hong Kong. When investors have adapted to the inter-operability of the stock markets in Shanghai and Hong Kong, they may participate more in the investments in both stock markets. Therefore, the Group decided to incorporate a subsidiary in Hong Kong to carry out Type 1 regulated activity (dealing in securities) under the SFO (details of which are set out in the announcement of the Company dated 2 February 2015) to capture the business opportunity under the Programme and potential relaxation on investment restrictions on the PRC’s stock markets.

As to the implementation of the incorporation plan, there will be a lot of fundamental tasks to be carried out during the year 2015 including but not limited to the incorporation of the subsidiary, implementation of internal control, recruitment of suitable personnel, purchase of relevant softwares and hardwares and obtaining all requisite licences and/or permits from relevant regulatory authority including the SFC. Therefore, it is expected that such new business will only come into operation in early 2016. As at the Latest Practicable Date, the subsidiary in Hong Kong has not been incorporated but is expected to be done within the month of May 2015. The application for obtaining the requisite licences from the SFC is expected to be made in or around September 2015.

LETTER FROM THE BOARD

(ii) Approximately HK\$50 million of the net proceeds for funding the money lending business

During the financial year ended 31 December 2014, the segment profit and its loan interest income amounted to approximately HK\$1,020,000 and HK\$1,105,000. In addition, the Group has not recorded any doubtful or bad debt in all money lending activities since 2014 up till now, which shows that its stringent credit policies have been effective. On 12 March 2015, the Group signed a sale and purchase agreement to acquire 51% of the issued share capital of GEO Finance Limited (“**GEO Finance**”), a company principally engaged in money lending business in Hong Kong and its key product is personal loan with subordinate property mortgage loan, which enables the Group to offer a new type of products to its clients. The target customers of GEO Finance are Hong Kong citizens who own property(ies) in Hong Kong and the current business of which is not large in scale and is still developing.

Set out below is a summary of certain audited financial information of GEO Finance for the period ended 30 June 2014 and 31 December 2014:

	From 10 July 2013	
	(date of	
	incorporation) to	From 1 July 2014 to
	30 June 2014	31 December 2014
	<i>HK\$</i>	<i>HK\$</i>
Net profit/(Net loss) before taxation	(78,000)	60,000
Net profit/(Net loss) after taxation	(78,000)	50,000

The audited total asset value and net asset value of GEO Finance as at 31 December 2014 were approximately HK\$4,546,000 and HK\$472,000 respectively.

The Group intends to use approximately HK\$50 million of the net proceeds from the Rights Issue in providing secured and/or unsecured loans and further developing the market of subordinate property mortgage loan. The Group is now reviewing the appropriateness and efficiency of internal control procedure of GEO Finance and updating our internal control procedures as needed. The Group expects to complete reviewing the procedure by the second quarter of 2015 and intends to start the subordinate property mortgage loan business afterwards.

(iii) Approximately HK\$80 million of the net proceeds for future potential acquisitions or investments which are related to insurance and MPF schemes brokerage business

On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the proposed acquisition of the entire issued share capital of Trendmode Holdings Limited at a maximum consideration of HK\$52 million (subject to adjustments), details of which are set out in the announcement of the Company dated 1 April 2015. As at the Latest Practicable Date, the acquisition of Trendmode Holdings Limited has not yet completed.

LETTER FROM THE BOARD

Trendmode Holdings Limited is a company incorporated in the British Virgin Islands with limited liability on 15 January 2014 and is an investment holding company. Trendmode Holdings Limited holds the entire equity interests in each of the following companies:

- (1) GET Wealth Management Limited (“**GET Wealth Management**”), a company incorporated in Hong Kong, which has become a member of The Hong Kong Confederation of Insurance Brokers since 16 August 2007 and is permitted to carry on businesses in general insurance and long term (including linked long term) insurance in accordance with the certificate of membership issued by the Hong Kong Confederation of Insurance Brokers on 12 March 2008. It is also registered as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority in accordance with the Mandatory Provident Fund Intermediary Certificate issued by the Mandatory Provident Fund Schemes Authority on 6 July 2011. On 10 October 2011, the Mandatory Provident Fund Schemes Authority issued a circular letter, under which registration of all MPF intermediaries would be deemed as continuous thereafter with effect from 1 January 2012; and
- (2) GET Consulting Company Limited (“**GET Consulting**”), a company incorporated in Hong Kong, is principally engaged in the provision of consulting services (including business referral services) in Hong Kong.

LETTER FROM THE BOARD

Additional background information of GET Wealth Management and GET Consulting is set out below:

	GET Wealth Management	GET Consulting
Date of incorporation	29 January 2007	7 December 2006
Business scope	general insurance and long term (including linked long term) insurance brokerage services and MPF Schemes brokerage services	provision of consulting services (including business referral services)
Products offered/ services rendered	<p>GET Wealth Management offered brokerage services by distributing or selling of the following types of products of insurance companies:</p> <ul style="list-style-type: none"> (i) investment-linked insurance plans (ii) endowment insurance plans (iii) critical illness plans (iv) medical insurance (v) life insurance (vi) general insurance (vii) MPF schemes 	consulting services (including business referral services)
Target customers	high net worth individuals and families	high net worth individuals and families
Number of customers (for the nine months ended 31 December 2014)	more than 700	3
Customer base	located in Hong Kong	located in Hong Kong
Number of employees (including director) (as at 31 December 2014)	34	1

The Group intends to use approximately HK\$42 million of the net proceeds from the Rights Issue for funding the consideration of the acquisition of Trendmode Holdings Limited and the remaining amount of approximately HK\$38 million for financing future potential investments which are related to insurance and MPF schemes brokerage business.

LETTER FROM THE BOARD

(iv) Approximately HK\$36 million of the net proceeds for future potential acquisition of properties

Property trading activities in Hong Kong remained subdued in 2014. It is expected that the local property market will continue to be under the influence of the government curbing policies. The Group intends to invest in properties, including but not limited to retail and office properties in Hong Kong, in the view of earning rentals and/or for capital appreciation.

The Directors have considered different means of fund raising such as bank and other borrowings, debt financing and equity placements. As for bank and other borrowings, it would further increase the Group's debt without strengthening its equity base and there is no assurance that such borrowings of the size of the estimated net proceeds of the Rights Issue can be obtained. In view of the fact that debt financing would impose interest burden and repayment obligations upon the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's profitability, financial position, capital structure and the financial market condition at that time, there is uncertainty over the availability of alternative financing. By comparison, had the Group raised equity of similar size in the form of a placing, then such an exercise would not have allowed all the Shareholders to participate in the capital exercise and they would be diluted without being given an opportunity to maintain their percentage interests. Accordingly, the Directors consider that it is prudent to finance the Group's long term growth by way of the Rights Issue which will not only strengthen the Group's capital base and enhance its financial position without increasing finance costs, but will also allow all Qualifying Shareholders the opportunity to participate in the growth of the Group through the Rights Issue at a price lower than the current market price of the Shares. In addition, the Rights Issue affords all Qualifying Shareholders equal opportunity to subscribe for their pro-rata provisional entitlement of the Rights Shares and hence avoids dilution, and participate as fully as they wish by way of applying for excess Rights Shares. It also allows the Qualifying Shareholders who decide not to take up their entitlements under the Rights Issue to sell the nil-paid Rights Shares in the market for economic benefit. The Board considers that the fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

RISK FACTORS

In compliance with the GEM Listing Rules, the Company sets out below the risk factors of the Group for the Shareholders' attention. The Directors believe that there are certain risks involved in the operations of the Group which includes, but is not limited to the following:

Risks which are relevant to the Group and its business

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) provision of website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and MPF schemes brokerage services and (vi) provision of corporate management solutions and IT contract services.

(i) Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement

The software products developed by the Group may contain defects, errors or vulnerabilities that may cause them to fail to perform in accordance with the user expectations. If any products sold by the Group are defective or contain errors, the Group will consequently be required to incur additional costs in correcting or eliminating defects or errors in the software products. The Group may even face potential claims from users in relation to the defects or errors of its software products and may need to incur significant cost in defending the case or pay compensation to settle the claims from users. Furthermore, the Group may not be able to correct any defects or errors or address vulnerabilities promptly which may cause harm to its reputation and competitive position and loss of its existing and potential customers.

Advanced SystemCare is the flagship product created by the Group, which is system utility software which helps users to protect their personal computers from spyware and virus, detect and solve issues regarding computer security and performance. The Group's major product, Advanced SystemCare, has been undergoing updates and upgrades periodically. The latest version no. 8 has been formally launched in January 2015. More than 62% of the audited total turnover of the Apperience Group for the year ended 31 December 2014 was attributable to the sales of Advanced SystemCare products. If Advanced SystemCare experiences any reduction in its user base or decrease in its popularity due to intensifying competition, or the Group fails to upgrade or enhance Advanced SystemCare in a timely manner, the business, operating results and financial conditions of the Group may be significantly and adversely affected.

(ii) Provision of website development services, e-learning products and services

The market for website development, e-learning products and services is under keen competition and requires rapid response to technological changes and evolving customers' demands. As the internet is not restricted by geographical boundary, the Group may face competition from around the world from startup ventures to large multinational companies. Some of these companies may offer their products with better functions but at lower prices over the products of the Group. If the Group is unable to anticipate the activities or products

LETTER FROM THE BOARD

functionality of its competitors, it may not be able to develop or offer products that will appeal to its customers and may lose its market share and harm its business. A failure to improve the Group's products to follow those of its rivals may result in the customers' shifting away from the products of the Group. In light of the competitive market environment, the management is thinking seriously about the prospect of this business segment.

(iii) Investment in securities

The Group aims at maximizing the profits of the Company for the Shareholders and will revamp its investment strategy and explore securities investment opportunities with due care and diligence. Due to the volatility and uncertainties of the securities market in Hong Kong, the Company may suffer loss on securities trading if the investment strategy that the Company has adopted does not fit the current market conditions.

(iv) Money lending business

Our money lending business is subject to risks that a customer or counterparty may fail to perform its contractual obligations or that the value of collateral held to secure the obligations might be inadequate. While we have internal policies and procedures designed to manage such risks, these policies and procedures may not be fully effective. Any material non-payment or non-performance by a customer or counterparty could adversely affect our financial position, results of operations and cash flows.

Although the Group has adopted the money lending policy and money lending procedure manual which provide guidelines on the handling and/or monitoring of the money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), the Group may face the risk of breaching the relevant rules and regulations from time to time, which may result in penalty or other potential liabilities to the Group. In addition, money lending business is highly pegged with the fluctuation of interest rates and change of monetary policies, which may be affected due to the economic, political and social conditions both locally and globally and are beyond the Group's control.

(v) Provision of insurance and MPF schemes brokerage services

We have expanded our business to include the provision of insurance and MPF schemes brokerage services. On 2 April 2014, the Group completed the acquisition of the entire issued share capital of GET Mdream Wealth Management Limited (“**GET Mdream**”) at a cash consideration of approximately HK\$1,033,000. Since the completion of the acquisition of GET Mdream in April 2014, the Group has been conducting its insurance and MPF Scheme brokerage services through GET Mdream as one of its principal businesses.

On 7 July 2014, a company controlled by a director of a subsidiary of the Company, completed the subscription (“**Subscription**”) of 432,352 new shares of GET Mdream, representing 49% of the total issued shares of GET Mdream enlarged by the allotment and issue of new shares under such Subscription. After such Subscription, GET Mdream became a 51% owned subsidiary of the Group. As the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Subscription were less than 5% and the consideration

LETTER FROM THE BOARD

involved was less than HK\$3,000,000, the Subscription did not constitute a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and was fully exempt from the connected transaction requirements under Chapter 20 of the GEM Listing Rules.

GET Mdream is a registered member of the Professional Insurance Brokers Association (“PIBA”) to carry out long term (including linked long term) insurance and general insurance lines of business. This new business may expose us to additional risks, for example, we rely on the consultants to carry out the sale function of this new business. Although the Group has provided suitable training to the consultants and adopted suitable guideline and policy, it is still possible that the consultants, who are registered with PIBA as technical representatives and engaged by the Group, may involve in mis-selling in the process of negotiating and selling of contracts of insurance and, in some cases, MPF schemes. We may also expose to compliance risk as insurance brokerage is a highly regulated industry in Hong Kong. The Group will need to incur additional costs to ensure compliance with the relevant rules and regulations. Non-compliance with such rules and regulations may result in significant penalty or other potential liabilities to the Group.

In addition, the insurance and MPF schemes brokerage is a highly competitive industry. We compete primarily with institutions like banks, financial institutions and insurance companies which may have better brand name and wider range of products and services. Intense competition may result in lower commission rates for our brokerage services and we may be required to provide a clawback mechanism for our commissions.

(vi) Provision of corporate management solutions and IT contract services

The Group faces keen competition from numerous competitors around the world, which may lead to decrease in the sale prices of the Group’s products and services or increase in the purchase costs of the Group from its suppliers. In addition, the Group’s competitors have introduced or developed IT products or provided IT services similar to those provided by the Group. Should the Group fail to maintain its competitiveness by continuing to diversify its product range, improving the quality of its products and services, and offering competitive prices, the profitability of the Group’s operations and its prospects will be adversely affected.

The IT industry is characterised by rapid technological changes. Existing products are frequently improved and enhanced and new industry standards are being introduced continuously. The development of new technologies and the introduction of new industry standards may render the Group’s existing products and services obsolete. The Group’s prospect may adversely be affected if it is unable to keep pace with the technological advancement in timely and cost-efficient manner by improving and enhancing its existing products and services and by introducing new products and services embodying the latest technologies.

The business depends on limited number of key suppliers for supply of products. Any disruption to the business or operation of those suppliers, or to their ability to supply and deliver the products with merchantable quality and on time, could significantly affect the Group’s ability to fulfill customers’ demand on a timely basis. As a result, the Group’s relationships with the customers, sales and results of operations may be adversely affected.

LETTER FROM THE BOARD

Risks which are relevant to the industry in which the Group operates

Competition

The markets for both IT related industries and finance related industries are highly competitive and subject to market condition changes and rapid technological changes as customers' needs evolve. The Group faces intense competition around the world, including competition from other large, multinational and other regional companies. Some of these companies may have substantially greater financial and other resources as well as greater brand name recognition than the Group. The competitors may offer their products at lower prices or market and advertise their products in a way that will impact customers' preference and solicit the existing users/customers of the Group.

The Group may be unable to anticipate the timing and scale of its competitors' activities and initiatives or to successfully counteract them, which could harm its business. In addition, the cost of responding to its competitors' activities may increase pricing pressure and thereby affecting the financial performance of the Group. There is no assurance that current or future competitors will not develop or offer products with better functionality or better pricing over the products of the Group. If the Group is unable to compete effectively, it may lose market share. The ability of the Group to compete also depends on its ability to attract and retain key talent and protect patent and trademark rights. A failure to compete effectively could materially and adversely affect the growth, profitability and operation of the Group.

Rapid technology changes

The IT industry is characterised by rapid technological developments, changes in user needs and behaviour, the proliferation of new and changing computer virus and frequent product introductions and updates. The market expects timely introduction of new products/services to respond to the technological advancements and new threats that the consumers are facing. The Group may experience delays in the introduction of new products, updates, enhancements and features. If it fails to respond to the rapidly changing needs of the users by developing and introducing the products/services on a timely basis, its competitive position, reputation and business prospects could be harmed.

In addition, the development of new products, updates, enhancements and features by the Group will entail substantial investments in the research and development. There is no assurance that such research and development efforts will result in the successful development of new products or enhancements, nor that any of such new or enhanced products will be accepted by the market. In the event that the Group's products fail to meet the requirements of the market and gain market acceptance, its future growth and prospects may be materially and adversely affected.

LETTER FROM THE BOARD

Fluctuation in consumers' demand

Demand for IT products/services, insurance policies, MPF schemes and loans fluctuates from time to time due to factors such as general economic conditions, social and political environment, relevant rules and regulations, competition, product obsolescence, technological changes, and financial conditions of the customers. Most of these factors are beyond the control of the Group. A change in the factors driving demand for the products of the Group could materially and adversely affect the business, financial conditions and operating results of the Group.

Adverse conditions in the global economies

The user community of software products and mobile applications of the Group is worldwide of which the US is the principal market. Other products/services of the Group are mainly sold/provided to customers in Hong Kong. Global economy has experienced a prolonged downturn and the future severity of the economic conditions and the length of time of such conditions that may persist are unknown. A downturn in general economic conditions or other risks associated with the Group's business could reduce the demand of our products/services, which may consequently have a material adverse effect on the Group's revenue and returns on securities investment. These conditions may also increase the difficulties in planning future business. Users may delay or reduce technology purchases in midst of such economic conditions or customers may refrain from borrowing money or buying insurance policies. Any continuation of or further deterioration in these conditions or a reduction in customers' demand in our products/services could have a material negative impact on the business, financial conditions and operating results of the Group.

Risks relating to share price

The price and trading volume of the shares of the Company are determined by demand and supply of investors for the shares of the Company in the public market and the share price and may be highly volatile. Factors such as variations in the Group's revenue, earnings and cash flows, changes in or challenges to its business, announcements of new investments, acquisitions or disposals, the depth and liquidity of the market for the Shares, investors' perceptions of the Group and general political, economic, social and market conditions both globally and in the PRC or Hong Kong could cause the market price of the shares of the Company to change substantially.

Risks relating to the Rights Issue

Under the Underwriting Agreement, the Underwriter is entitled to terminate its obligations by giving notice in writing to the Company upon the occurrence of any of the events stated in the section headed "Termination of the Underwriting Agreement" in this prospectus on or before the Latest Time for Termination. Should the Rights Issue proceed as intended, the shareholding interest of the existing Shareholders in the Company will be diluted if they do not or cannot subscribe for the Rights Shares which they are entitled to.

LETTER FROM THE BOARD

Additional risks and uncertainties not presently known to the Directors, or not expressed or implied above, or the Directors currently deem immaterial, may also adversely affect the Group's business, operating results and financial condition in a material aspect.

FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

Apart from the fund raising activities mentioned below, the Company had not raised any other funds by equity issue in the past 12 months immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activity	Proposed use of the net proceeds	Actual use of the net proceeds as at the Latest Practicable Date
6 October 2014 and 17 October 2014	Placing of 319,260,000 new Pre-Capital Reorg Shares at HK\$0.121 per Pre-Capital Reorg Share pursuant to the general mandate as refreshed by the Shareholders at the special general meeting of the Company held on 11 September 2014	Approximately HK\$37.2 million will be used as general working capital of the Group and for financing potential investment of the Group in the future	Approximately HK\$19.2 million used as general working capital of the Group and approximately HK\$18 million used for the consideration of acquisition of 100% of issued share capital of Wafer Systems (Hong Kong) Limited on 31 December 2014. Wafer Systems (Hong Kong) Limited is principally engaged in network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the PRC. Details of the acquisition were set out in the Company's announcements dated 31 October 2014 and 31 December 2014 and the Company's circular dated 11 December 2014.

LETTER FROM THE BOARD

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Shares were dealt in on an ex-rights basis from Wednesday, 13 May 2015. Dealings in the Rights Shares in the nil-paid form are expected to take place from Wednesday, 27 May 2015 to Wednesday, 3 June 2015 (both days inclusive).

The Rights Issue is conditional upon the fulfilment of the conditions set out in the paragraph headed “Conditions of the Rights Issue”. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms. If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter on or before 4:00 p.m., Tuesday, 9 June 2015 (or such later time as the Underwriter may agree with the Company), the Rights Issue will not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares from Wednesday, 27 May 2015 to Wednesday, 3 June 2015 (both days inclusive), will bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this prospectus.

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

1. THREE-YEAR FINANCIAL INFORMATION

Details of the financial information of the Group for the years ended 31 December 2012, 31 December 2013 and 31 December 2014 respectively have been set out in the Company's annual reports for the years ended 31 December 2012 (from pages 42 to 115), 31 December 2013 (from pages 60 to 167) and 31 December 2014 (from pages 62 to 195).

The audited consolidated financial statements of the Group for the year ended 31 December 2012 is set out on pages 42 to 115 of the annual report 2012 of the Company which was posted on 20 March 2013 on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below the link to the annual report 2012:

<http://www.hkexnews.hk/listedco/listconews/GEM/2013/0320/GLN20130320039.pdf>

The audited consolidated financial statements of the Group for the year ended 31 December 2013 is set out on pages 60 to 167 of the annual report 2013 of the Company which was posted on 26 March 2014 on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below the link to the annual report 2013:

<http://www.hkexnews.hk/listedco/listconews/GEM/2014/0326/GLN20140326051.pdf>

The audited consolidated financial statements of the Group for the year ended 31 December 2014 is set out on pages 62 to 195 of the annual report 2014 of the Company which was posted on 30 March 2015 on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below the link to the annual report 2014:

<http://www.hkexnews.hk/listedco/listconews/GEM/2015/0330/GLN20150330113.pdf>

All annual reports of the Company have been posted on the website of the Company (www.geth.com.hk) and published on the website of the Stock Exchange (<http://www.hkexnews.hk>).

2. INDEBTEDNESS OF THE GROUP

Borrowings

At the close of the business on 31 March 2015, being the latest practicable date for the purpose of this indebtedness statement, the Group had the following outstanding borrowings:

	<i>Notes</i>	Current portion <i>HK\$'000</i>	Total <i>HK\$'000</i>
Performance shares	<i>1</i>	14,736	14,736
Other payables	<i>2</i>	1,000	1,000
Amounts due to minority shareholders	<i>3</i>	2,981	2,981
Others		<u>231</u>	<u>231</u>
		<u>18,948</u>	<u>18,948</u>

Notes:

1. Unless defined otherwise, capitalised terms used in this note have the same meaning as defined in the circular of the Company dated 23 February 2013. On 31 March 2013, upon completion of the acquisition of 50.5% of the issued share capital of Apperience Corporation, the Company agreed to issue the new shares comprising the Tranche I Performance Shares and the Tranche II Performance Shares as partial consideration for the acquisition at the issue price of HK\$0.108 per performance share, the maximum number of which shall be 1,452,342,588 subject to adjustment.

On 6 June 2014, 715,522,718 Tranche I Performance Shares, credited as fully paid, were allotted and issued.

On 18 July 2014, the Company implemented the capital reorganisation, the total of 736,819,870 unissued Shortfall Performance Shares and Tranche II Performance Shares were adjusted to be 184,204,967 shares (subject to further adjustment).

On 24 March 2015, the Company implemented Capital Reorganisation, the total of 184,204,967 unissued Shortfall Performance Shares and Tranche II Performance Shares were adjusted to be 18,420,496 Shares (subject to further adjustments, if applicable).

Tranche II Performance Shares and the Shortfall Performance Shares (where applicable) shall be allotted and issued by the Company in or around June 2015.

At the close of business on 31 March 2015, the liability of performance shares represented the fair value of unissued Shortfall Performance Shares and Tranche II Performance Shares which were assumed to be allotted and issued.

2. On 13 March 2015, an aggregate of HK\$1,000,000 was received from two subscribers for the subscription of 6% unsecured loan notes (“Notes”) to be issued by the Company. The Notes in the aggregate principal amount of HK\$1,000,000 maturing on the second anniversary of the issue date of the Notes were issued by the Company on 1 April 2015.
3. The amounts due to minority shareholders of GEO Finance Limited are unsecured, interest-free, and have no fixed repayment terms.

Pledge of assets

At the close of business on 31 March 2015, being the latest practicable date for the purpose of this indebtedness statement, the Group had pledged bank deposits of approximately US\$80,000 (equivalent to approximately HK\$622,000) and HK\$1,007,000 which represented deposits pledged to banks to secure banking facilities to the extent of HK\$1,500,000 granted to the Group. The deposits are in US\$ and HK\$ at fixed interest rate of 0.05% per annum and 0.7% per annum respectively.

As at 31 March 2015, the Group's another pledged bank deposits of approximately HK\$806,000 in aggregate represented guaranteed funds for the Visa/MasterCard merchant account of a bank for the online shopping business. The deposit is in HK\$ at fixed interest rate of 0.2% per annum.

As at 31 March 2015, listed securities held by the Group with a total carrying amount of approximately HK\$10,228,480 have been charged in favour of a brokerage firm as collateral for the Group's liabilities in respect of its margin trading account. As at 31 March 2015, the Group has not used the credit limit.

Disclaimer

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal accounts payable in the ordinary course of business, the Group did not have any other loan capital issued and outstanding or agreed to be issued but unissued, loans, bank overdrafts, or other similar indebtedness, financial lease or hire purchase commitment, liabilities under acceptances (other than normal trade bills) or acceptable credits, debentures, mortgages, charges, guarantees or other material contingent liabilities as at the close of business on 31 March 2015.

3. WORKING CAPITAL SUFFICIENCY OF THE GROUP

After due and careful consideration, the Directors are of the opinion that, taking into account the cash flows generated from the operating activities, the financial resources available to the Group including internally generated funds, the available credit facilities and the estimated net proceeds from the Rights Issue, the working capital available to the Group is sufficient for the Group's requirements for at least 12 months from the date of this prospectus.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. FOREIGN EXCHANGE

As at the Latest Practicable Date, there was no restriction affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside of Hong Kong. Save and except for US\$ and RMB, the Group has no exposure to foreign exchange liabilities. As HK\$ is pegged to US\$, the Group considers the risk of movements in exchange rates between HK\$ and US\$ to be insignificant for transactions denominated in US\$. The Group will have sufficient foreign exchange, generated from the operation of the subsidiaries to pay forecast or planned dividends and to meet its foreign exchange liabilities as they become due. The Company will pay its dividends, if any, in HK\$.

6. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Subsequent to the completion of the acquisition of 50.5% of the issued share capital of Apperience Corporation on 31 March 2013, the Group is able to diversify its business into the IT field of personal computers, anti-virus software and mobile applications, bringing in new momentum for the Group's development. The Group recorded an audited consolidated turnover and segment profit of Apperience Corporation of approximately HK\$144.2 million and approximately HK\$80.9 million respectively for the year ended 31 December 2014. As disclosed in the Company's first quarterly report, the Group recorded an unaudited net profit attributable to the owners of the Company of approximately HK\$23.8 million for the three months ended 31 March 2015 (the "**Relevant Period**") as compared to a net profit attributable to the owners of the Company of approximately HK\$4.1 million for the three months ended 31 March 2014. Such net profit of the Group for the Relevant Period is mainly derived from (1) the operating profit contributed by Apperience Corporation and its subsidiaries, which are principally engaged in the research, development and distribution of software for personal computer performance, anti-virus software, mobile applications and toolbar advertisement during the Relevant Period and (2) the fair value gain on financial assets through profit or loss ("**Fair Value Gain on Financial Assets**") of approximately HK\$34.0 million during the Relevant Period. The increase in net profit for the Relevant Period as compared to that for the corresponding period in 2014 was mainly attributable to the Fair Value Gain on Financial Assets, despite that such net profit was partially offset by the loss on disposal of available-for-sale investments of approximately HK\$13.0 million for the Relevant Period. In light of the financial performance of Apperience Corporation and its subsidiaries, the Group is optimistic to its business prospect and expects that revenue from Apperience Corporation and its subsidiaries will become one of the principle sources of income of the Group in the future. Apperience Corporation and its subsidiaries will continue to focus on the development and upgrade of its flagship anti-virus product of "Advanced SystemCare" so as to respond to new security threats and counteract new virus, malware and spyware. The Group also plans to launch version 9.0 of Advanced System Care at the end of 2015.

The Group intends to expand its business by developing its insurance and MPF schemes brokerage business and money lending related business. Reference is made to the Company's announcement dated 2 February 2015 in relation to (1) proposed acquisition ("**Proposed Acquisition**") of the entire issued share capital of Trendmode Holdings Limited; and (2) the

proposed incorporation of a subsidiary (“**Subsidiary**”) to carry out type 1 regulated activity under the SFO and the Company’s announcement dated 1 April 2015 in relation to the Proposed Acquisition.

As to the insurance and MPF schemes brokerage business, the Group has been actively diversifying its products and services to include investment-linked insurance and has successfully self-developed new sales teams for the promotion of its services and products.

Subsequent to the completion of the acquisition of GET Mdream on 2 April 2014, which is principally engaged in insurance and MPF schemes brokerage business in Hong Kong, the Group has successfully expanded its insurance and MPF schemes brokerage business further. For the year ended 31 December 2014, the audited turnover and segment profit of GET Mdream were approximately HK\$76.5 million and approximately HK\$12.1 million respectively.

The Group is optimistic that the Proposed Acquisition represents an opportunity for the Group to expand the scale of its business in insurance and MPF schemes brokerage services market. On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the Proposed Acquisition at a maximum consideration of HK\$52 million (subject to adjustments), details of which are set out in the announcement of the Company dated 1 April 2015. As at the Latest Practicable Date, the acquisition of Trendmode Holdings Limited has not yet completed.

Trendmode Holdings Limited and its subsidiaries, namely GET Wealth Management and GET Consulting (collectively, “**Trendmode Group**”), and GET Mdream share similar scope of operation in the insurance and MPF schemes brokerage services and both the Trendmode Group and GET Mdream have a long history of business operation in the insurance and MPF schemes brokerage business in Hong Kong.

One of the principal businesses of the Group is the provision of insurance and MPF schemes brokerage services. Leveraging on the practical experience in the management of the insurance brokerage business and operation of GET Mdream acquired by the Company and its management, the general management experience of the Company and its management in the business and operations of the Group, the continuous employment of the existing director of the Trendmode Group after completion of the Proposed Acquisition and the recruitment of additional employees who possess experience in insurance and MPF schemes brokerage business by the Group where appropriate, the Directors believe that the Proposed Acquisition represents an opportunity for the Group to expand the scale of its business in insurance and MPF schemes brokerage services market. Further, the Directors believe that the Proposed Acquisition will bring synergies to the Group in the following aspects after completion of the Proposed Acquisition:

- (a) *increasing customers crossover and market share and reinforcing market position:* GET Wealth Management has a longer history of providing investment-linked insurance brokerage services than GET Mdream, while GET Mdream has a longer history of providing the general and life insurance brokerage services. After completion of the Proposed Acquisition, it is expected that the Group can broaden and diversify its customer base particularly in the investment-linked insurance sector

developed by GET Wealth Management. GET Mdream and GET Wealth Management can introduce each other to their respective clients so as to promote their market presence. The Group will be better off in terms of the synergetic branding and business promotion to their customers as time and costs will be saved in marketing and sales activities. Upon completion of the Proposed Acquisition, the Company would organise the joint promotion activities such as advertising and marketing events;

- (b) *enhancement of the existing business operation and bargaining power*: after completion of the Proposed Acquisition, it is expected that the Group will benefit from the enlarged customer base and therefore will have more bargaining power with the insurance product providers to negotiate on a higher commission rate for the distribution and sale of the insurance products by the Group. The Trendmode Group and Get Mdream would further negotiate with insurance product providers on higher commission rate for its brokerage services. In addition, due to the enlarged scale of operation and increased number of sales personnel after completion of the Proposed Acquisition, the Group will have more flexibility in resources deployment, both human resources and financial resources, in their target market and flagship services, such as through the sharing of administrative and human resources, or consolidating their respective marketing efforts by launching advertising campaign; and
- (c) *strengthening of internal training capacity*: after completion of the Proposed Acquisition, the Group can benefit from the sharing of the internal training resources of the Trendmode Group. The Group would offer joint training programs for its employees in order to reduce related costs such as tutor and training fees. Through integration of the internal training efforts, the Group will be in a better position to maintain the competitiveness of its sales personnel at the forefront of the market.

The Group considers that the setting up of the Subsidiary will broaden the Group's revenue base by diversifying into the securities trading business and will enable the Group to offer more comprehensive financial services to its customers in addition to the provision of insurance and MPF schemes brokerage services.

As to the money lending business of the Group, on 12 March 2015, the Group signed a sale and purchase agreement to acquire 51% of the issued share capital of GEO Finance, a company principally engaged in money lending business in Hong Kong and its key product was personal loans with subordinate property mortgage loan, which enables the Group to offer a new type of products to its clients.

The Group intends to use approximately HK\$50 million of the net proceeds from the Rights Issue in providing secured and/or unsecured loans and further developing the market of subordinate property mortgage loan. The Group is now reviewing the appropriateness and efficiency of internal control procedures of GEO Finance and updating its internal control procedures as needed. The Group expects to complete reviewing the procedure by the second quarter of 2015 and intends to start the subordinate property mortgage loan business afterwards.

Looking forward, the Group will continue to enhance its money lending business in providing secured and/or unsecured loans to customers comprising individuals and corporations. The money lending industry remains highly competitive amid a continuing challenging environment in Hong Kong. However, as the Group considers that there is continuing demand for landed property in Hong Kong, it intends to focus on providing mortgage refinancing services including subordinate property mortgage loan and expects to benefit from such business.

Looking ahead, the Group will continue to seek investments generating positive impacts and profit to increase its Shareholder value. The Group is currently in preliminary negotiation with an independent third party for a possible acquisition of a property. No definitive agreement has been entered into by the Group with any party regarding such possible acquisition. The Company will issue further announcement in compliance with the GEM Listing Rules as and where appropriate. Save as disclosed above, as at the Latest Practicable Date, the Company was not currently in discussions for, or had entered into any agreement or memorandum of understanding in relation to, any acquisitions and/or disposals (whether or not materialised).

For illustrative purpose only, set out below is the unaudited pro forma adjusted consolidated net tangible assets of the Group (the “Unaudited Pro Forma Financial Information”) as if the Rights Issue has been completed on 31 December 2014. Although reasonable care has been exercised in preparing the Unaudited Pro Forma Financial Information, Shareholders who read the information below should bear in mind that these figures are inherently subject to adjustments and, because of its hypothetical nature, may not give a true picture of the Group’s financial position had the Rights Issue been completed as at 31 December 2014 or any future dates.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company has been prepared by the directors of the Company in accordance with Paragraph 13 of Appendix 1B and Paragraph 31 of Chapter 7 of the GEM Listing Rules to illustrate the effects of the Rights Issue on the audited consolidated net tangible assets of the Group as if the Rights Issue had taken place on 31 December 2014.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, it may not give a true picture of the audited consolidated net tangible assets of the Group attributable to owners of the Company following the completion of the Rights Issue.

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group is based on the audited consolidated net tangible assets of the Group as at 31 December 2014 extracted from the annual report of the Group for the year ended 31 December 2014, adjusted as described below:

Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 <i>(Note 1)</i> HK\$'000	Estimated net proceeds from the Rights Issue <i>(Note 2)</i> HK\$'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group as at 31 December 2014 HK\$'000
125,621	196,700	322,321
Audited consolidated net tangible assets per Share before the completion of the Rights Issue <i>(Note 3)</i>		<u>HK\$0.64</u>
Unaudited pro forma adjusted consolidated net tangible assets per Share immediately after completion of the Rights Issue <i>(Note 4)</i>		<u>HK\$0.41</u>

Notes:

1. The audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2014 represented the audited consolidated net assets of the Group attributable to the owners of the Company amounted to approximately HK\$726,352,000 as at 31 December 2014 as extracted from the published annual report of the Group for the year ended 31 December 2014, less intangible assets of approximately HK\$74,853,000 and goodwill of approximately HK\$525,878,000 as at 31 December 2014.
2. The estimated net proceeds from the Rights Issue is calculated based on 586,237,461 Rights Shares to be issued at the subscription price of HK\$0.35 per Rights Share and after deduction of the estimated expenses which are directly attributable to the Rights Issue of approximately HK\$8,483,000.
3. The calculation of audited consolidated net tangible assets of the Group attributable to the owners of the Company per Share is based on the aggregate of 195,412,487 Shares in issue as at 31 December 2014 assuming the share consolidation approved in the special general meeting held on 23 March 2015 had become effective on 31 December 2014.

On 23 March 2015, the Shareholders approved at a special general meeting of the Company for the share consolidation on the basis that every 10 issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into 1 consolidated share of HK\$0.1 each (the "Share Consolidation"). The Share Consolidation has become effective on 24 March 2015. For the details of the Share Consolidation, please refer to the Company's circular dated 26 February 2015 and Company's announcement dated 23 March 2015.

4. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after completion of the Rights Issue is calculated based on 781,649,948 Shares which comprise 195,412,487 Shares in issue as at 31 December 2014 (as if the Share Consolidation mentioned in note 3 above had become effective as at 31 December 2014) and 586,237,461 Rights Shares expected to be issued on the completion of the Rights Issue.
5. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2014.

**ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL
INFORMATION**

The following is the text of a report, prepared for the sole purpose of inclusion in this prospectus, from the independent reporting accountant, RSM Nelson Wheeler, Certified Public Accountants, Hong Kong.



29th Floor
Caroline Centre
Lee Gardens Two
28 Yun Ping Road
Hong Kong

22 May 2015

The Board of Directors
GET Holdings Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of GET Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets attributable to owners of the Company (the “Unaudited Pro Forma Financial Information”) as set out in Section A of Appendix II to the Company’s prospectus dated 22 May 2015 (the “Prospectus”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix II to the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed rights issue (“Rights Issue”) on the Group’s net tangible assets as at 31 December 2014 as if the transaction had been taken place on 31 December 2014. As part of this process, information about the Group’s net tangible assets has been extracted by the Directors from the Group’s consolidated financial statements as included in the annual report for the year ended 31 December 2014.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 13 of Appendix 1B and paragraph 31 of Chapter 7 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and with reference to Accounting Guideline ("AG") 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 31(7) of Chapter 7 of the GEM Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 31 of Chapter 7 of the GEM Listing Rules and with reference to AG 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the Rights Issue on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2014 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We make no comments regarding the reasonableness of the amount of net proceeds from the Rights Issue, the application of those net proceeds, or whether such use will actually take place as described under "Reasons for the Rights Issue and use of proceeds" set out on pages 22 to 27 of the Prospectus.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 31(1) of Chapter 7 of the GEM Listing Rules.

Yours faithfully,
RSM Nelson Wheeler
Certified Public Accountants
Hong Kong

1. RESPONSIBILITY STATEMENT

This prospectus, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus 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 prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the completion of the Rights Issue):

(i) As at the Latest Practicable Date	<i>HK\$</i>
Authorised:	
<u>80,000,000,000</u> Shares of HK\$0.01 each	<u>800,000,000.00</u>
Issued and fully-paid:	
<u>195,412,487</u> Shares of HK\$0.01 each	<u>1,954,124.87</u>

- (ii) Immediately after completion of the Rights Issue (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the completion of the Rights Issue)

Authorised:		<i>HK\$</i>
<u>80,000,000,000</u>	Shares of HK\$0.01 each	<u>800,000,000.00</u>
Issued and fully-paid:		
195,412,487	Shares of HK\$0.01 each	1,954,124.87
586,237,461	Rights Shares to be allotted and issued under the Rights Issue	5,862,374.61
<u>781,649,948</u>		<u>7,816,499.48</u>

All of the Rights Shares to be issued will rank *pari passu* in all respect with each other, including, in particular, as to dividends, distribution and voting rights, and once issued and fully-paid, with all the Shares in issue as at the date of allotment and issue of the Rights Shares. The Rights Shares to be issued will be listed on the Stock Exchange.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

Save for the Tranche II Performance Shares and the Shortfall Performance Shares, 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 Shares.

3. DISCLOSURE OF INTERESTS

(i) Interests of Directors

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors were as follows:

Long position in the Shares and underlying Shares

Name of Director	Capacity	Number of Shares and underlying Shares held	Approximate percentage of the total issued share capital of the Company (Note 1)
Xue Qiushi ("Mr. Xue")	Interest in a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (Note 2)	13.03%

Notes:

- The total number of the 195,412,487 Shares in issue as at the Latest Practicable Date have been used for the calculation of the approximate percentage.
- Ace Source International Limited ("Ace Source") (being one of the substantial Shareholders of the Company whose interests are set out in the section headed "Disclosure of Interests — (ii) Interests of substantial Shareholders" in this appendix) is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source pursuant to Part XV of the SFO. Based on the Director's/Chief Executive's Notice — Interests in Shares of Listed Corporation filed by Mr. Xue dated 27 March 2015, among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares with an exercise period ended 31 March 2015.
- Based on the review of the register of members of the Company as at the Latest Practicable Date, the Company is not aware of Mr. Xue or Ace Source holding any Shares as at the Latest Practicable Date.

Aggregate long positions in shares and underlying shares of associated corporation of the Company

Name of Director	Name of the associated corporation	Capacity in which the shares are held	Number of shares	Approximate percentage of the associated corporation's issued share capital
Mr. Xue	Apperience Corporation	Interest in a controlled corporation (<i>Note</i>)	3,882,391	18.79%

Note: Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the shares held by Ace Source in Apperience Corporation (being an associated corporation of the Company) pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had or was deemed to have any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors.

(ii) Interests of substantial Shareholders

As at the Latest Practicable Date, so far as was known to the Directors, the following persons, other than the Directors or chief executive of the Company, had or were deemed or taken to have interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Capacity	Number of Shares and underlying Shares held <i>(Note 18)</i>	Approximate percentage of the total issued share capital of the Company <i>(Note 19)</i>	<i>Notes</i>
DX.com Holdings Limited	Beneficial owner	18,604,650 (L)	9.52%	
Wise Action Limited (“ Wise Action ”)	Beneficial owner	10,240,197 (L)	5.24%	(1)
Rosy Lane Investments Limited (“ Rosy Lane ”)	Interest of a controlled corporation	10,240,197 (L)	5.24%	(1)
Hong Kong Education (Int’l) Investments Limited (“ HK EDU INTL ”)	Interest of a controlled corporation	10,240,197 (L)	5.24%	(1)
Access Magic Limited (“ Access Magic ”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(2)
Dong Yuguo (“ Mr. Dong ”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(2) (3)
Ace Source International Limited (“ Ace Source ”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(4)
Wealthy Hope Limited (“ Wealthy Hope ”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	(5)
Chen Liang (“ Mr. Chen ”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	(5) (6)
Well Peace Global Limited (“ Well Peace ”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	(7)

Name	Capacity	Number of Shares and underlying Shares held <i>(Note 18)</i>	Approximate percentage of the total issued share capital of the Company <i>(Note 19)</i>	<i>Notes</i>
Lian Ming ("Mr. Lian")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	(7) (8)
IDG-Accel China Growth Fund II L.P. ("IDG-Accel")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	(9)
IDG-Accel China Investors II L.P. ("IDG-Accel Investors")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	(10)
IDG-Accel China Growth Fund II Associates L.P. ("IDG-Accel II Associates")	Interest of a controlled corporation	25,481,738(L)	13.03%	(9) (10) (11)
IDG-Accel China Growth Fund GP II Associates Ltd. ("IDG-Accel GP II")	Interest of a controlled corporation	25,481,738(L)	13.03%	(9) (10) (11)
Zhou Quan ("Mr. Zhou")	Interest of a controlled corporation	25,481,738(L)	13.03%	(9) (10) (11)
Ho Chising ("Mr. Ho")	Interest of a controlled corporation	25,481,738(L)	13.03%	(9) (10) (11)
THL A1 Limited ("THL")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	*25,253,738(L)	12.92%	(12)
Tencent Holdings Limited ("Tencent")	Interest of a controlled corporation	*25,253,738(L)	12.92%	(12)
MIH TC Holdings Limited ("MIH TC Holdings")	Interest of a controlled corporation	*25,253,738(L)	12.92%	(12) (13)
MIH (Mauritius) Limited ("MIH Mauritius")	Interest of a controlled corporation	*25,253,738(L)	12.92%	(12) (13) (14)
MIH Ming He Holdings Limited ("MIH Ming He")	Interest of a controlled corporation	*25,253,738(L)	12.92%	(12) (13) (14)

Name	Capacity	Number of Shares and underlying Shares held (Note 18)	Approximate percentage of the total issued share capital of the Company (Note 19)	Notes
MIH Holdings Proprietary Limited (“ MIH Proprietary ”)	Interest of a controlled corporation	*25,253,738(L)	12.92%	(12) (13) (14)
Naspers Limited (“ Naspers ”)	Interest of a controlled corporation	*25,253,738(L)	12.92%	(12) (13) (14)
The Underwriter	Other	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Astrum China Direct Investments Limited (“ Astrum China ”)	Interest of a controlled corporation	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Liu Ming Lai Lorna (“ Ms. Liu ”)	Interest of spouse	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Pan Chik (“ Mr. Pan ”)	Interest of a controlled corporation	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
The Sub-Underwriter	Other	220,000,000 (L) 64,000,000 (S)	28.14% 8.18%	(17)
Yuen Shu Ming (“ Mr. Yuen ”)	Interest of a controlled corporation	220,000,000 (L) 64,000,000 (S)	28.14% 8.18%	(17)

Notes:

1. Wise Action is wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by HK EDU INTL. Each of HK EDU INTL and Rosy Lane was deemed to be interested in all the 10,240,197 Shares held by Wise Action pursuant to Part XV of the SFO.
2. Access Magic was interested in 3,634,916 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 21,846,822 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
3. Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company. As such, Mr. Dong is deemed to be interested in all the Shares/underlying Shares held by Access Magic pursuant to Part XV of the SFO.
4. Ace Source was interested in 5,149,634 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 20,332,104 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source. Mr. Xue is a director of Ace Source.

5. Wealthy Hope was interested in 908,683 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 24,573,055 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
6. Wealthy Hope is wholly and beneficially owned by Mr. Chen. As such, Mr. Chen is deemed to be interested in all the Shares/underlying Shares held by Wealthy Hope pursuant to Part XV of the SFO.
7. Well Peace was interested in 908,683 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 24,573,055 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
8. Well Peace is wholly and beneficially owned by Mr. Lian. As such, Mr. Lian is deemed to be interested in all the Shares/underlying Shares held by Well Peace pursuant to Part XV of the SFO.
9. IDG-Accel was interested in 12,821,280 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 12,660,458 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
10. IDG-Accel Investors was interested in 1,048,591 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 24,433,147 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
11. IDG-Accel GP II owns the entire equity interest in each of IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel GP II is 50% owned by Mr. Ho and 50% owned by Mr. Zhou. As such, each of Mr. Ho, Mr. Zhou and IDG-Accel GP II was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel is wholly-owned by IDG-Accel II Associates. As such, IDG-Accel II Associates was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel pursuant to Part XV of the SFO.
12. Based on the corporate substantial shareholder notice filed by Tencent on 30 October 2014, THL is wholly owned by Tencent and as such, Tencent is deemed to be interested in all *25,253,738 Shares/underlying Shares held by its controlled corporation THL pursuant to Part XV of the SFO. THL was interested in *781,950 Shares/underlying Shares in the capacity of beneficial owner and *24,471,788 Shares/underlying Shares in other capacities. Among these *25,253,738 Shares/underlying Shares, *18,420,496 of which were underlying Shares.
13. Based on the corporate substantial shareholder notice filed by MIH TC Holdings on 4 November 2014, THL is wholly owned by Tencent and Tencent is 33.64% owned by MIH TC Holdings. As such, MIH TC Holdings is deemed to be interested in all the *25,253,738 Shares/underlying Shares held by its controlled corporations THL and Tencent pursuant to Part XV of the SFO.
14. Based on the corporate substantial shareholder notice filed by Naspers on 4 November 2014, THL is wholly owned by Tencent, Tencent is 33.64% owned by MIH TC Holdings, which is in turn 90% owned by MIH Mauritius. MIH Mauritius is wholly owned by MIH Ming He, which is in turn wholly owned by MIH Proprietary. MIH Proprietary is wholly owned by Naspers. Based on the above relationship, each of MIH Mauritius, MIH Ming He, MIH Proprietary and Naspers is deemed to be interested in all the *25,253,738 Shares/underlying Shares held by their controlled corporations pursuant to Part XV of the SFO.

15. The total of 586,237,461 Shares represent the Underwritten Shares that the Underwriter has agreed to underwrite pursuant to the terms of the Underwriting Agreement. Based on the notices of disclosure of interests of the Underwriter, Astrum China, Ms. Liu and Mr. Pan filed with the Stock Exchange on 27 March 2015, the Underwriter is 80% owned by Astrum China, which is in turn wholly-owned by Mr. Pan. Ms. Liu is the spouse of Mr. Pan.
 16. As at the Latest Practicable Date, the Underwriter has sub-underwritten/placed 520,000,000 Shares to various sub-underwriter/subscribers.
 17. The Sub-Underwriter entered into a sub-underwriting letter with the Underwriter to take up 220,000,000 Shares. The Sub-Underwriter has placed an aggregate of 64,000,000 Rights Shares to three subscribers. Based on the notices of disclosure of interests of the Sub-Underwriter and Mr. Yuen filed with the Stock Exchange on 20 April 2015, the Sub-Underwriter is 76% owned by Mr. Yuen.
 18. "L" denotes a long position whilst the letter "S" denotes a short position.
 19. The total number of the 195,412,487 Shares in issue as at the Latest Practicable Date has been used for the calculation of the approximate percentage.
- * The number of Shares stated in the table above and notes 12 to 14 is adjusted by the Company taking into account the effect of the Capital Reorganisation based on the latest notices of disclosure of interests filed by the relevant Shareholders with the Stock Exchange and the Company prior to the Capital Reorganisation becoming effective on 24 March 2015.

Save as disclosed above, the Directors were not aware of any other person who, as at the Latest Practicable Date, had or was deemed to have interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

As at the Latest Practicable Date, so far as is known to any Directors or chief executive of the Company, the persons (other than a Director or chief executive of the Company) who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or any other members of the Group, were as follows:

Name	Name of Group member	Capacity	Number and class of securities	Approximate percentage of shareholding	<i>Notes</i>
Access Magic	Apperience Corporation	Beneficial Owner	2,740,511 ordinary shares	13.26%	(1)
Mr. Dong	Apperience Corporation	Interest of a controlled corporation	2,740,511 ordinary shares	13.26%	(1)
Ace Source	Apperience Corporation	Beneficial Owner	3,882,391 ordinary shares	18.79%	(2)
Mr. Xue	Apperience Corporation	Interest of a controlled corporation	3,882,391 ordinary shares	18.79%	(2)

Name	Name of Group member	Capacity	Number and class of securities	Approximate percentage of shareholding	Notes
Prosperous Glory Asia Limited	GET Mdream Wealth Management Limited	Beneficial Owner	432,352 ordinary shares	49.00%	(3)
Poon Chun Yin	GET Mdream Wealth Management Limited	Interest of a controlled corporation	432,352 ordinary shares	49.00%	(3)
Mok Kwan Yat	Lujolujo Asia Limited	Beneficial Owner	1,150 ordinary shares	11.50%	
Cheng Wai Cheung, Herman	Lujolujo Asia Limited	Beneficial Owner	1,150 ordinary shares	11.50%	

Notes:

1. Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company.
2. Ace Source is wholly and beneficially owned by Mr. Xue, executive Director and chief executive officer of the Company.
3. Prosperous Glory Asia Limited is wholly and beneficially owned by Mr. Poon Chun Yin, a director of a subsidiary of the Company.

Save as disclosed above, the Directors were not aware of any other person who, as at the Latest Practicable Date, were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or any other members of the Group.

As at the Latest Practicable Date, save for Mr. Xue who is the director of Ace Source, none of the Directors is a director of a company which has an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO.

4. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by any member of the Group within two years immediately preceding the date of this prospectus, which are or may be material.

- (a) the agreement (“**Five Stars SP Agreement**”) dated 6 June 2013 entered into between Mason Capital Limited (民信融資有限公司) (an independent third party) as purchaser and Refine Skill Limited (the then wholly-owned subsidiary of the Company) as vendor in relation to the sale and purchase of the entire issued share capital of Five Stars Development Limited (“**Five Stars**”) and the entire amount of the shareholder’s loan owing by Five Stars to Refine Skill Limited on the date of completion of the Five Stars SP Agreement at an aggregate consideration of HK\$13,000,000. Five Stars was principally engaged in investment holding and the principal asset of which was the property situated at seventh Floor, Fu Yuen Industrial Building, Nos. 18/22 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong;
- (b) the agreement dated 13 June 2013 entered into by and among Perfect Growth Limited (“**Perfect Growth**”) (an indirect wholly-owned subsidiary of the Company) as purchaser and Town Health Corporate Advisory and Investments Limited and Lime Development Limited (both are independent third parties) as vendors in relation to the sale and purchase of 248,976,000 shares of EPRO Limited (now known as DX.com Holdings Limited) a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8086) at an aggregate consideration of HK\$79,921,296;
- (c) the agreement dated 20 June 2013 entered into between Brilliant Path Limited (an independent third party) as purchaser and the Company as vendor in relation to the sale and purchase of the entire issued share capital of Refine Skill Limited at a consideration of HK\$8,000,000;
- (d) the cooperation framework agreement dated 18 December 2013 entered into between Supreme Right Development Limited (an indirect wholly-owned subsidiary of the Company) and Grandeur Industries Limited (an independent third party), an indirect wholly-owned subsidiary of Jia Meng Holdings Limited (“**Jia Meng**”), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (Stock Code: 8101), to set out the preliminary cooperation intentions of parties to invest a total maximum amount of HK\$10,000,000 to develop the B2C (business-to-customer) electronic commerce business of selling Jia Meng and its subsidiaries’ mattress and soft bed products to consumers online;
- (e) the instrument of transfer dated 27 December 2013 signed by Perfect Growth as vendor and an Independent Third Party as purchaser in relation to the sale and purchase of the 2014 due 10% coupon convertible bonds issued by Capital VC Limited in the principal amount of HK\$3,500,000 at a consideration of HK\$3,764,657;

- (f) the agreement dated 5 February 2014 entered into between Fast Yield Holdings Limited (“**Fast Yield**”) (a direct wholly-owned subsidiary of the Company) as purchaser and Ms. Li Chui Ling (“**Ms. Li**”) (an independent third party on the date of the agreement) as vendor in relation to the sale and purchase of the entire issued share capital of a company incorporated in Hong Kong which is a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO (subject to conditions imposed by the SFC) (“**Securities Company Acquisition Agreement**”) at a consideration of HK\$6,000,000 (subject to adjustment). The Securities Company Acquisition Agreement has been terminated according to its terms on 31 December 2014;
- (g) the agreement dated 12 March 2014 entered into between Supreme Right Development Limited (an indirect wholly-owned subsidiary of the Company) as service provider and Grandeur Industries Limited (“**Grandeur**”) in relation to the provision of the services including, among others, (i) developing the online platform for Grandeur for its B2C (business-to-customer) electronic commerce business of selling the soft bedding products; and (ii) arranging for operating and maintaining the online platform for a service term of one year from the date of the agreement at an aggregate fee of (a) a lump sum of HK\$500,000 and (b) a sum which shall be equal to 5% of the proceeds of sales generated on the online platform for each calendar month;
- (h) the memorandum of understanding dated 28 March 2014 entered into between Fast Yield as purchaser and an Independent Third Party as vendor in relation to the acquisition of the entire issued share capital of GET Mdream at the initial consideration of HK\$868,000 (subject to adjustment). GET Mdream was a registered member of the Professional Insurance Brokers Association to carry out long term (including linked long term) insurance and general insurance lines of business. GET Mdream was principally engaged in insurance and MPF schemes brokerage business in Hong Kong;
- (i) the subscription agreement dated 8 April 2014 entered into by and among Lucky Famous Limited (“**Lucky Famous**”) (a wholly-owned subsidiary of the Company) and the existing shareholders, Mr. Mok Kwan Yat and Mr. Cheng Wai Cheung, Herman and Lujolujo Asia Limited (all being independent third parties on the date of the agreement) in relation to the subscription of approximately 77% of the issued share capital of the Lujolujo Asia Limited at an aggregate consideration of HK\$14,000,000;
- (j) the agreement dated 10 June 2014 entered into between Mission Win International Limited (a direct wholly-owned subsidiary of the Company) as purchaser and EPRO Systems Limited (an independent third party on the date of the agreement) as vendor in relation to the sale and purchase of the entire issued share capital of e-Perfect IT Limited at the consideration of HK\$48,000,000 to be settled by the allotment and issue of 186,046,500 shares by the Company. e-Perfect IT Limited was principally

- engaged in investment holding and the vehicle for the (i) provision of corporate management solutions; (ii) provision of IT contract services; and (iii) re-selling of hardware and software in Hong Kong;
- (k) the agreement dated 12 June 2014 entered into between Lucky Famous as vendor and Talent Gain International Limited (an independent third party) as purchaser in relation to the sale and purchase of the 51% of the issued share capital of Dragon Oriental Investment Limited (“**Dragon Oriental**”) at the consideration of HK\$21,700,000. Dragon Oriental was principally engaged in property investment holding;
- (l) the agreement (“**Termination Agreement**”) dated as of 1 July 2014 entered into between Apperience Corporation and 成都奧畢信息技術有限公司 (Chengdu AOBI Information Technology Co., Ltd.) (“**PRC Company**”) (a company owned as to 35% by Mr. Xue Qiushi (“**Mr. Xue**”), an executive Director) in relation to the termination of the copyright licence agreement entered into between Apperience Corporation as licensee and PRC Company as licensor on 18 February 2013 in relation to the grant by the PRC Company to Apperience Corporation of an exclusive licence to use the copyright of “Advanced SystemCare”, with effect from the date of the Termination Agreement;
- (m) the agreement dated as of 1 July 2014 entered into among the PRC Company as licensor, Apperience Corporation and Both Talent International Limited (“**Both Talent**”) (an indirect subsidiary of the Company) as licensee in relation to the granting of licence to use the copyright of “Advanced SystemCare” (“**Copyright**”) registered in the name of the PRC Company in the PRC (“**New Copyright Licence Agreement**”) for a period from the date of the New Copyright Licence Agreement to the later of (i) the completion of registration of the assignment of the Copyright to Both Talent in the PRC; or (ii) the completion of registration of the copyright for “Advanced SystemCare” in the name of Both Talent in the United States as part of the Group’s internal reorganisation at nil consideration to rationalise the structure of business units of the Group;
- (n) the agreement dated 7 July 2014 entered into between GET Mdream and Prosperous Glory Asia Limited (“**Prosperous Glory**”) (a company controlled by a director of a subsidiary of the Company) in relation to the subscription by Prosperous Glory of new shares, representing approximately 49% of the enlarged share capital of GET Mdream after the completion of the subscription, at a consideration of HK\$2,001,789.76. GET Mdream was a registered member of the Professional Insurance Brokers Association to carry out long term (including linked long term) insurance and general insurance lines of business. GET Mdream was principally engaged in insurance and MPF schemes brokerage business in Hong Kong;
- (o) the memorandum of understanding dated 6 August 2014 entered into between the Company and a company incorporated in Hong Kong which is an Independent Third Party in relation to the investment of a total maximum amount of HK\$10,000,000 to develop a mobile phone application and the sale and marketing network for insurance

investment linked products using the said mobile phone application. The memorandum of understanding has been terminated according to its terms on 31 October 2014;

- (p) the letter agreement dated 28 August 2014 entered into between Fast Yield and Ms. Li to extend the long stop date of the Securities Company Acquisition Agreement from 31 August 2014 (or such other date as Fast Yield and Ms. Li may agree in writing) to 31 December 2014 (or such other date as Fast Yield and Ms. Li may agree in writing). The Securities Company Acquisition Agreement has been terminated according to its terms on 31 December 2014;
- (q) the placing agreement dated 6 October 2014 entered into between the Company as issuer and SBI China Capital Financial Services Limited as the placing agent in relation to the placing of a maximum of 319,260,000 Shares of the Company (“**Placing Shares**”) at a price of HK\$0.121 per Placing Share;
- (r) the agreement dated 31 October 2014 entered into between e-Perfect IT Limited (a wholly-owned subsidiary of the Company on the date of the agreement) as purchaser, Wafer Systems Limited (an independent third party) as vendor and Mr. Chan Sek Keung, Ringo (an independent third party) as guarantor in relation to the acquisition of 10,000 shares, representing 100% of the issued share capital of Wafer Systems (Hong Kong) Limited at a cash consideration of HK\$18 million. Wafer Systems (Hong Kong) Limited was principally engaged in the network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the PRC;
- (s) the memorandum of understanding dated 2 February 2015 entered into between Fast Yield as purchaser and Mr. Leung Wai Hon (the spouse of a substantial shareholder and a director of a subsidiary of the Company) as vendor in relation to the proposed acquisition of the entire issued share capital of Trendmode Holdings Limited for a maximum amount of consideration of HK\$70 million, subject to adjustment. Trendmode Holdings Limited was the holding company of two companies, namely GET Wealth Management Limited and GET Consulting Company Limited. GET Wealth Management Limited was a member of The Hong Kong Confederation of Insurance Brokers and was permitted to carry on businesses in general insurance and long term (including linked long term) insurance. It was also registered as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority. GET Consulting Company Limited was principally engaged in the provision of consulting services (including business referral services) in Hong Kong;
- (t) the placing agreement dated 5 February 2015 entered into between the Company as issuer and GEO Securities Limited as the placing agent in relation to the 6% per annum notes (“**Notes**”) to be issued by the Company in an aggregate principal amount of up to HK\$50,000,000 maturing on the second anniversary of the issue date of the Notes at the placing price equal to 100% of the principal amount of the Notes;

- (u) the agreement dated 12 March 2015 entered into between Fast Yield as purchaser and certain individuals as vendors (who are Independent Third Parties immediately before the signing of the agreement) in relation to the acquisition of 51% of the issued share capital of GEO Finance Limited, a company principally engaged in money lending business in Hong Kong and its key product is personal loan with subordinate property mortgage loan;
- (v) the Underwriting Agreement and the supplemental agreements to the Underwriting Agreement dated 20 March 2015 and 10 April 2015 made between the Company and the Underwriter to revise certain dates in connection with the Rights Issue, details of which are set out in the announcements of the Company dated 20 March 2015 and 10 April 2015; and
- (w) the agreement dated 1 April 2015 entered into between Fast Yield as purchaser and Mr. Leung Wai Hon (the spouse of a substantial shareholder and a director of a subsidiary of the Company) as vendor in relation to the acquisition of 100 shares, representing 100% of the issued share capital of Trendmode Holdings Limited at a maximum cash consideration of HK\$52 million (subject to adjustments). Trendmode Holdings Limited and its subsidiaries are principally engaged in, among others, the provision of insurance and MPF Scheme brokerage services in Hong Kong.

5. INTERESTS IN CONTRACTS AND ARRANGEMENTS

The PRC Company as licensor, Apperience Corporation and Both Talent as licensee, entered into the New Copyright Licence Agreement as of 1 July 2014. Details of the New Copyright Licence Agreement are disclosed in the paragraph headed “Material Contracts” above. Since the PRC Company is owned as to 35% by Mr. Xue, an executive Director, Mr. Xue is interested in the New Copyright Licence Agreement through his shareholding in the PRC Company.

Save for the New Copyright Licence Agreement, none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group since 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up.

6. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given its opinions and advice which are included in this prospectus:

Name	Qualification
RSM Nelson Wheeler	Certified public accountants

RSM Nelson Wheeler has given and has not withdrawn its written consent to the issue of this prospectus with inclusion of its letter or reports and the references to its name in the form and context in which they respectively appear.

RSM Nelson Wheeler did not have any interests in any Shares or shares in any member of the Group, or any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any securities in any member of the Group as at the Latest Practicable Date.

As at the Latest Practicable Date, RSM Nelson Wheeler did not have any direct or indirect interests in any assets which have since 31 December 2014 (being the date to which the latest published audited consolidated financial statements of the Group were made up) been acquired or disposed of by or leased to or by any member of the Group, or was proposed to be acquired or disposed of by or leased to or by any member of the Group.

7. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

8. 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.

9. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

10. CORPORATE INFORMATION OF THE COMPANY AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered office	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
-------------------	---

Head office and principal place of business	Room 1703, 17/F Harcourt House 39 Gloucester Road Wanchai, Hong Kong
Principal share registrar and transfer office	Codan Services Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Hong Kong branch share registrar and transfer office	Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong
Authorised representative	Mr. Kuang Hao Kun Giovanni Mr. Lau Siu Cheong
Company secretary	Mr. Lau Siu Cheong, CPA Australia
Compliance officer	Mr. Kuang Hao Kun Giovanni, CPA Australia
Underwriter	Astrum Capital Management Limited 11/F, 122 QRC 122–126 Queen's Road Central Central, Hong Kong (a licensed corporation to carry out business in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO)
Legal advisers to the Company	<i>As to Hong Kong law</i> Leung & Lau Units 7208–10, 72/F, The Center 99 Queen's Road C. Central, Hong Kong
Auditor	RSM Nelson Wheeler Certified Public Accountants 29th Floor, Caroline Centre, Lee Gardens Two 28 Yun Ping Road, Causeway Bay, Hong Kong

Principal bankers
 Bank of Communications
 Commercial Banking Centre (Kowloon South)
 Bank of Communications Co., Limited
 Hong Kong Branch
 2/F., 563 Nathan Road, Kowloon, Hong Kong

11. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

Particulars of the Directors

Name	Correspondence Address
<i>Executive Directors</i>	
Kuang Hao Kun Giovanni	Apartment D, 16th Floor South Bay Towers 59 South Bay Road Repulse Bay, Hong Kong
Xue Qiushi	No. 1403, Unit 1, Block 4 Fei Cui Cheng Phase 4 Liu Li Road, Jin Jiang District Chengdu, the People's Republic of China
<i>Independent non-executive Directors</i>	
Yip Chi Fai Stevens	2A Orchid Garden 7 Tat Chee Avenue Yau Yat Chuen Kowloon, Hong Kong
Xiao Yiming	Room 501, Tower 2 West Dandian Road Chaoyang District, Beijing the People's Republic of China
Chui Tsan Kit	Block B, Flat 19 50 Ting Yip Street Ngau Tau Kok Kowloon, Hong Kong
<i>Senior Management</i>	
Lau Siu Cheong	Room 3401, Block C, Hong Yat Court 1 Tak Tin Street, Lam Tin Kowloon, Hong Kong

Executive Directors

Mr. Kuang Hao Kun Giovanni (“**Mr. Kuang**”), aged 49, has been appointed as an executive Director, compliance officer and chairman of the Board since June 2014. He obtained a Bachelor’s Degree of Economics from LA Trobe University in Australia and is a member of CPA Australia. Mr. Kuang was appointed as a director of 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 entered into between the Company and Mr. Kuang, Mr. Kuang would serve as an executive Director for an initial term of 3 years commencing on 9 June 2014 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Mr. Xue Qiushi (“**Mr. Xue**”), aged 30, has been appointed as an executive Director and 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. 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 AOB 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 from office and re-election in accordance with the bye-laws of the Company.

Independent non-executive Directors

Mr. Yip Chi Fai Stevens (“**Mr. Yip**”), aged 45, has been appointed as an independent non-executive Director since January 2014. He is the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Board. 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 information technology 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 People's Republic of China. In accordance with the letter of appointment entered into between the Company and Mr. Yip, Mr. Yip would serve as an independent non-executive Director for a term of two years commencing on 2 January 2014 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Ms. Xiao Yiming (“**Ms. Xiao**”), aged 34, has been appointed as an independent non-executive Director since January 2014. She is the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Board. She graduated from the Harbin Institute of Technology with a bachelor's degree in Business Administration in Management. Ms. Xiao has over 10 years' experience in the field of public relations. Ms. Xiao was a senior manager of investor relations of a hotel chain in China. She is currently a consultant of corporate communications and investor relations of a subsidiary (“**PR Company**”) of a company whose shares are listed on GEM and whose subsidiaries are principally engaged in, among others, the provision of advertising and public relations services. Ms. Xiao is also the chief representative of the Beijing Representative Office of the PR Company and is responsible for offering consulting services in corporate communications and investor relations to companies listed in Hong Kong as well as to clients in initial public offering projects. The PR Company has been providing consulting services in corporate communications and investor relations to the Group since 2012. Nevertheless, Ms. Xiao is not a director, partner or principal of the PR Company and Ms. Xiao is not or has not been involved in providing such consulting services to the Group. In accordance with the letter of appointment entered into between the Company and Ms. Xiao, Ms. Xiao would serve as an independent non-executive Director for a term of two years commencing on 17 January 2014 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Professor Chui Tsan Kit (“**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 in accordance with the bye-laws of the Company.

Senior Management

Mr. Lau Siu Cheong (“**Mr. Lau**”), aged 41, has been appointed as (i) the company secretary; (ii) the authorised representative and (iii) financial controller of the Company since 1 August 2013. Mr. Lau obtained a Bachelor of Commerce (Accounting) degree from the Curtin University of Technology in 1999 and is a member of the CPA Australia. Mr. Lau has been the finance manager of the Company since January 2010 and is principally responsible for, among others, the overall financial management, financial planning and budgetary control of the Group and carrying out company secretarial functions of the Group. Mr. Lau is also the company secretary of some of the subsidiaries and the director of a subsidiary within the Group. Mr. Lau has over 15 years of experience in finance and accounting.

12. AUDIT COMMITTEE

The Company established an audit committee (“**Audit Committee**”) with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The members of the Audit Committee as at the date of this prospectus are Mr. Yip Chi Fai Stevens (chairman),

Ms. Xiao Yiming and Professor Chui Tsan Kit. They are the independent non-executive Directors of the Company. The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

13. GENERAL

The English text of this prospectus and the accompanying form of proxy shall prevail over the Chinese text.

14. EXPENSES

The expenses in connection with the Rights Issue, including underwriting commission, financial advisory fees, printing, registration, translation, legal and accounting fees, are estimated to be approximately HK\$8.5 million and are payable by the Company.

15. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made pursuant thereof, of rendering all persons concerned bound by the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong).

16. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the consent letter as referred to under the paragraph headed "Qualification and Consent of Expert" in this appendix, have been registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong).

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (Saturdays and public holidays excepted) from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m. at the office of Leung & Lau at Units 7208-10, 72nd Floor, The Center, 99 Queen's Road C., Central, Hong Kong from the date of this prospectus up to and including 9 June 2015:

- (a) the memorandum of continuance and bye-laws of the Company;
- (b) the annual reports of the Company for the three financial years ended 31 December 2012, 2013 and 2014;
- (c) the unaudited pro forma financial information of the Group issued by RSM Nelson Wheeler set out in Appendix II to this prospectus;

- (d) the written consent referred to in the paragraph under the headed “Qualification and Consent of Expert” in this appendix;
- (e) the material contracts referred to in the section headed “Material Contracts” in this appendix; and
- (f) this prospectus.