

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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



**GET HOLDINGS LIMITED**

**智易控股有限公司\***

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

**(Stock code: 8100)**

**(1) DISCLOSEABLE TRANSACTION —  
ACQUISITION OF LISTED SHARES;  
ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE;  
(2) RE-ELECTION OF DIRECTOR; AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at 10:30 a.m. on Friday, 25 September 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use by the shareholders at the SGM is enclosed herein.

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

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

\* *For identification purposes only*

## **CHARACTERISTICS OF GEM**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

# CONTENTS

	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Notice of SGM</b> .....	SGM-1

## DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“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
“Completion”	completion of the Acquisition
“Conditions”	the conditions precedent to which the Completion is subject as set out in the paragraph headed “Conditions precedent” in the section “Letter from the Board” of this circular, and “Condition” shall be construed accordingly
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Consideration”	the amount of HK\$60,000,000, which is payable by the Company to the Vendor for the Acquisition and shall be satisfied by the allotment and issue of the Consideration Shares
“Consideration Shares”	the 146,699,266 new Shares to be allotted and issued by the Company at the Issue Price, credited as fully paid, to the Vendor at Completion to satisfy the Consideration
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Price”	the issue price of HK\$0.409 per Consideration Share
“Latest Practicable Date”	4 September 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

## DEFINITIONS

“Long Stop Date”	31 October 2015 (or such later date as the Company and the Vendor may agree in writing)
“PRC”	the People’s Republic of China and, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus dated 30 June 2015 of the Target in respect of the listing of its shares on GEM by way of placing of 250,000,000 ordinary shares of the Target
“Sale Shares”	the 27,298,000 ordinary shares of the Target of par value of HK\$0.01 each beneficially owned by the Vendor as at the date of the SP Agreement and immediately prior to Completion
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“SGM”	the special general meeting of the Company convened to be held at 10:30 a.m. on Friday, 25 September 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong for the Shareholders to consider and, if thought fit, approve the grant of the Specific Mandate for the allotment and issue of the Consideration Shares under the SP Agreement and the re-election of Director, the notice of which is set out on pages SGM-1 to SGM-3 of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SP Agreement”	the sale and purchase agreement dated 31 July 2015 entered into between the Company as purchaser and the Vendor in relation to the Acquisition
“Specific Mandate”	the specific mandate proposed to be sought from the Shareholders at the SGM for the allotment and issue of an aggregate of 146,699,266 Consideration Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	China Parenting Network Holdings Limited 中國育兒網絡控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (Stock Code: 8361)

## DEFINITIONS

“Target Group”	the Target and its subsidiaries from time to time
“Vendor”	China New Economy Fund Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 80)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

*In this circular, amounts denominated in RMB have been converted into HK\$ at the rate of RMB0.789 = HK\$1. Such exchange rate is for illustration purpose only and do not constitute representations that any amount in HK\$ or RMB have been, could have been or may be converted at such rate.*

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:*

Professor Lee T.S.

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

7 September 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) DISCLOSEABLE TRANSACTION —  
ACQUISITION OF LISTED SHARES  
AND  
ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE; AND  
(2) RE-ELECTION OF DIRECTOR**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 31 July 2015 in which the Company announced that on 31 July 2015, after trading hours, the Company and the Vendor entered into the SP Agreement pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares at the Consideration of HK\$60,000,000.

\* *For identification purposes only*

## LETTER FROM THE BOARD

Professor Lee T.S. (“**Professor Lee**”) was appointed as an independent non-executive Director by the Board with effect from 1 September 2015. To comply with the Bye-laws and the Code Provision A.4.2 of the Code on Corporate Governance Practices in Appendix 15 to the GEM Listing Rules, Professor Lee will retire at the SGM and, being eligible, offers himself for re-election at the SGM.

The purpose of this circular is to provide you with (i) details of the SP Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of Consideration Shares under the Specific Mandate); (ii) the re-election of Professor Lee as an independent non-executive Director; and (iii) notice of the SGM.

### THE SP AGREEMENT

Principal terms of the SP Agreement are set out below:

#### **Date**

31 July 2015

#### **Parties**

Purchaser : the Company

Vendor : China New Economy Fund Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 80)

As at the Latest Practicable Date, the Vendor held less than 5% interest in DX.com Holdings Limited (DX.com 控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which were listed on GEM (stock code: 8086), which in turn held approximately 8.89% interest in the Company. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Vendor and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

The Vendor is principally engaged in investing globally in both private and publicly listed enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of the mainland China, Hong Kong, Macau and Taiwan.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Vendor is an independent third party of the Target.

#### **Assets to be acquired**

The Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing approximately 2.73% of the issued share capital of the Target as at the date of the SP Agreement, free from all encumbrances and



## LETTER FROM THE BOARD

together with all rights and title of any nature attaching thereto including but not limited to all interests, dividends or distributions which may be paid, declared or made in respect thereof at any time on or after the Completion.

### Consideration

The Consideration payable by the Company to the Vendor for the Sale Shares shall be HK\$60,000,000 and shall be satisfied by the allotment and issue by the Company of the Consideration Shares at the Issue Price, credited as fully paid, to the Vendor at Completion.

The Consideration was determined after arm's length negotiations between the Company and the Vendor on normal commercial terms having regard to the average closing price of HK\$2.198 per share of the Target as quoted on the Stock Exchange in the five consecutive trading days immediately preceding the date of the SP Agreement.

The number of Consideration Shares to be allotted and issued to the Vendor is calculated by dividing the Consideration with the Issue Price, rounded down to the nearest whole number (being 146,699,266 Consideration Shares). The Issue Price of HK\$0.409 per Consideration Share is equal to the average closing price of HK\$0.409 per Share as quoted on the Stock Exchange in the five consecutive trading days immediately preceding the date of the SP Agreement and represent:

- (a) a premium of approximately 6.23% over the closing price of HK\$0.385 per Share as quoted on the Stock Exchange on the date of the SP Agreement; and
- (b) a premium of approximately 18.55% over the closing price of HK\$0.345 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Consideration Shares represent:

- (a) approximately 17.52% of the existing issued share capital of the Company as at the Latest Practicable Date; and
- (b) approximately 14.91% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

The Consideration Shares shall be allotted and issued, credited as fully paid, and rank *pari passu* in all respects with the Shares in issue on the date of allotment and issuance, including the rights to all dividends and other distributions which may be declared, made or paid in respect thereof, the record date for which falls or after the date of such allotment and issuance.

The Consideration Shares shall be allotted and issued under the Specific Mandate. Application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consideration Shares.

## LETTER FROM THE BOARD

As at 30 June 2015, the Group had cash and cash equivalents of approximately HK\$270,349,000 which are mostly proceeds from the rights issue of the Company (“**Rights Issue**”) completed in June 2015. The original designated use of the net proceeds from the Rights Issue does not cover the acquisition of interest in companies in the children, babies, and maternity (“**CBM**”) industry. It is disclosed in the announcement of the Company dated 10 August 2015 that the Company intended to use approximately HK\$20.1 million out of the approximately HK\$80 million of the net proceeds from the Rights Issue (“**Relevant Proceeds**”), which would originally be used for future potential acquisition or investments for the insurance and mandatory provident funds schemes brokerage business, for other future potential investment opportunities. The HK\$20.1 million was utilised for the payment of the deposit for the acquisition of 14.677% interest in Boom Max International Limited (“**Boom Max Acquisition**”) as disclosed in the announcement of the Company dated 13 August 2015.

As disclosed in the announcement of the Company dated 17 August 2015, up to 15 August 2015, being the date on which the period for the placing of the 6% Notes (as defined below) ended, the Company issued 6% per annum unsecured loan notes (“**6% Notes**”) in an aggregate principal amount of HK\$4,500,000. As at the Latest Practicable Date, the net proceeds raised from the 6% Notes was fully utilised for the money lending business of the Group.

As disclosed in the announcement of the Company dated 1 September 2015, up to 24 August 2015, the Company issued 10% per annum unsecured loan notes (“**10% Notes**”) in an aggregate principal amount of HK\$15,000,000. As at the Latest Practicable Date, the net proceeds raised from the 10% Notes was partially utilised for the payment of the deposit for the Boom Max Acquisition as disclosed in the announcement of the Company dated 13 August 2015 and the remaining balance will be used to finance any potential investment opportunities of the Group as may arise from time to time.

As at the Latest Practicable Date, the net proceeds of approximately HK\$18,350,000 from the placing of shares of the Company under general mandate, details of which are disclosed in the announcements of the Company dated 22 June 2015 and 8 July 2015, was fully utilised for the investment in listed securities which is one of the principal business activities of the Group.

Taking into account the designated use of the proceeds from the Rights Issue as disclosed in the prospectus of the Company dated 22 May 2015 and the announcement of the Company dated 10 August 2015 and the working capital requirement of the Group, the Directors considered alternative means of settlement of the Consideration such as bank borrowing. For illustration purpose only, assuming the bank interest rate is 5% per annum, the Company will have a higher gearing ratio which increases from 10.82% as at 30 June 2015 to 15.33% if the Consideration is settled by bank borrowing. Moreover, the bank interest rate is subject to the fluctuating economic and market conditions, which may create uncertainty over the impact of the gearing ratio. The Directors are of the view that the issuance of Consideration Shares would not create any material adverse effect on the

## LETTER FROM THE BOARD

gearing ratio of the Company. Further, the Issue Price of the Consideration Shares was determined among the parties after arm's length negotiations with reference to the recent market price of the Shares of the Company.

In light of the above and having considered the reasons for and the benefits of the Acquisition disclosed below, the Directors believe that the dilution impact from the issuance of the Consideration Shares is justifiable as compared to the impact on the Group which may result from bank borrowing. The Directors are of the view that the issuance of the Consideration Shares is fair and reasonable and in the interests of the Company and the Shareholders as a whole, despite the dilution impact on the existing shareholding of the Company.

### **Conditions precedent**

The SP Agreement and the obligations of the Company to effect Completion are conditional upon:

- (a) the Stock Exchange having granted or having agreed to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Consideration Shares;
- (b) the passing of the ordinary resolution(s) by the Shareholders (to the extent they are not prohibited from voting on such resolution(s) under the GEM Listing Rules) at the SGM approving the grant of the Specific Mandate for the allotment and issue of the Consideration Shares under the SP Agreement;
- (c) all requisite consents, clearances, authorisations and approvals (or, as the case may be, the relevant waiver) in connection with the entering into and the performance of the SP Agreement and the transactions contemplated thereunder having been obtained by the parties thereto;
- (d) the consummation of the transactions contemplated pursuant to the SP Agreement shall not have been restrained, enjoined or otherwise prohibited by any applicable laws and regulations, including any order, injunction, decree or judgment of any court or other governmental authority;
- (e) the warranties given by the Vendor set out in the SP Agreement will remain true and accurate in all respects and not misleading; and
- (f) the warranties given by the Purchaser set out in the SP Agreement will remain true and accurate in all respects and not misleading.

The Company may waive Condition (e) set out above at any time before the Long Stop Date by notice in writing to the Vendor. The Vendor may waive Condition (f) set out above at any time before the Long Stop Date by notice in writing to the Company. Save as aforesaid, none of the Conditions is capable of being waived by any of the parties to the SP Agreement.

## LETTER FROM THE BOARD

If the Conditions shall not have been fulfilled or waived (where applicable) in full on or before 5:00 p.m. on the Long Stop Date, all rights and obligations of the parties under the SP Agreement shall cease and terminate, save and except for those in relation to confidentiality, notices and governing law, jurisdiction and process agent, which provisions shall remain in full force and effect, and no party to the SP Agreement shall have any claim against the others save for claim (if any) in respect of such continuing provisions or any antecedent breach thereof.

As at the Latest Practicable Date, none of the Conditions have been fulfilled or waived (where applicable).

### **Completion**

Completion shall take place on the fifth business day after the last outstanding Condition (other than those Condition(s) which can only be fulfilled upon Completion) shall have been fulfilled or waived (or such other date as the Company and the Vendor shall agree in writing).

As at the Latest Practicable Date, the Company did not hold any shares of the Target. Upon Completion, the Company will hold 27,298,000 ordinary shares of the Target, representing approximately 2.66% of the issued share capital of the Target as at the Latest Practicable Date.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor held approximately 4.07% of the issued share capital of the Target before Completion. Upon Completion, the Vendor will hold approximately 1.41% of the issued share capital of the Target.

**As Completion is subject to the fulfilment (or where applicable, waiver) of the Conditions, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

### **INFORMATION ON THE TARGET GROUP**

The Target is China Parenting Network Holdings Limited 中國育兒網絡控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (Stock Code: 8361) on 8 July 2015.

The Target Group is an online platform focusing on the CBM market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; (ii) e-commerce business; and (iii) licensing of smart-hardware devices through its large and engaged user base of CBM consumers. Further details of the Target Group are set out in the Prospectus.

## LETTER FROM THE BOARD

Set out below is a summary of certain financial information of the Target Group for the two years ended 31 December 2014 as extracted from the Prospectus:

	<b>For the year ended 31 December 2014</b> (audited)	<b>For the year ended 31 December 2013</b> (audited)
Net profit (before taxation)	RMB19,839,000 (equivalent to approximately HK\$25,144,000)	RMB8,331,000 (equivalent to approximately HK\$10,559,000)
Net profit (after taxation)	RMB19,587,000 (equivalent to approximately HK\$24,825,000)	RMB6,918,000 (equivalent to approximately HK\$8,768,000)

According to the Prospectus, the audited consolidated total asset value and net asset value of the Target as at 31 December 2014 were approximately RMB41,630,000 (equivalent to approximately HK\$52,763,000) and RMB19,735,000 (equivalent to approximately HK\$25,013,000) respectively.

After Completion, the Sale Shares will be held by the Group for long-term investment purpose and classified as available-for-sale financial assets in the consolidated financial statements of the Company.

In accordance with Hong Kong Accounting Standard 39 “Financial Instruments: Recognition and Measurement”, available-for-sales financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income and accumulated in the investment revaluation reserve, until the investments are disposed of or there is objective evidence showing that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income and accumulated in the investment revaluation reserve are reclassified from equity to profit or loss.

### **REASONS FOR AND THE BENEFITS OF THE PROPOSED ACQUISITION**

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) website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and mandatory provident fund schemes brokerage business and (vi) provision of corporate management solutions and I.T. contract services.

One of the principal businesses of the Group is investment in securities. The Directors consider that with (i) the increase in CBM internet population in the PRC who grew up along with the development of the internet and is accustomed to doing transactions and obtaining information through online channels; and (ii) the proliferation of smart devices with internet

## LETTER FROM THE BOARD

access, the Target, which is an online platform focusing on the CBM market in the PRC, is expected to benefit from such trend and bring investment return to the Group. Currently, the Company has no intention of acquiring further interest in the Target.

Having considered the factors set out above, the Directors (including the independent non-executive Directors) are of the view that the terms of the SP Agreement (including the Issue Price) are on normal commercial terms and are fair and reasonable and the Acquisition (including the allotment and issue of the Consideration Shares under the Specific Mandate) is in the interests of the Company and the Shareholders as a whole.

### EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Acquisition (assuming there is no other change in the shareholding structure of the Company from the Latest Practicable Date up to the date of Completion) is set out as below:

Shareholders	As at the Latest Practicable Date		Immediately after Completion	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
The Vendor	—	—	146,699,266	14.91
Ace Source International Limited ( <i>Note 1</i> )	4,600,417	0.55	4,600,417	0.47
Wise Action Limited ( <i>Note 2</i> )	40,960,788	4.89	40,960,788	4.16
Fastek Investments Limited ( <i>Note 2</i> )	118,600,000	14.17	118,600,000	12.05
Public Shareholders	<u>673,024,659</u>	<u>80.39</u>	<u>673,024,659</u>	<u>68.41</u>
	<u>837,185,864</u>	<u>100.00</u>	<u>983,885,130</u>	<u>100.00</u>

*Notes:*

1. Ace Source International Limited is wholly and beneficially owned by Mr. Xue Qiusi who is an executive director and chief executive officer of the Company.
2. Wise Action Limited and Fastek Investments Limited are indirectly wholly-owned by Hong Kong Education (Int'l) Investments Limited (stock code: 1082), the shares of which are listed on the Main Board of the Stock Exchange.
3. The above table does not take into account the allotment and issue of Shares upon the exercise of the outstanding share options granted by the Company in accordance with its share option scheme.

Based on the above table, the Vendor will become the Company's single largest shareholder upon Completion. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor intends to remain as a passive investor of the Company after Completion.

## **LETTER FROM THE BOARD**

### **IMPLICATIONS UNDER THE GEM LISTING RULES**

As certain of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 5% but all relevant percentage ratios in respect of the Acquisition are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate. The Board will seek approval from the Shareholders at the SGM for the grant of the Specific Mandate for the issue and allotment of the Consideration Shares.

### **RE-ELECTION OF DIRECTOR**

Professor Lee was appointed as an independent non-executive Director by the Board with effect from 1 September 2015. Pursuant to the Bye-Law 83(2) of the Bye-Laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting. To comply with the Bye-law 83(2) of the Bye-Laws and the Code Provision A.4.2 of the Code on Corporate Governance Practices in Appendix 15 to the GEM Listing Rules, Professor Lee will retire at the SGM and, being eligible, offers himself for re-election at the SGM. Further particulars of Professor Lee are set out below:

Professor Lee, alias, Lee Tien-sheng, aged 66, obtained a Bachelor of Science Degree in Electronic Engineering and a Master of Science Degree in Management Science from The Chiao-Tung University, Taiwan, a Master of Business Administration Degree and a Doctor of Philosophy Degree in Operations Management from The University of Missouri-Columbia, the United States of America. He was the Chairman and Associate Professor of Management at The University of Utah, the United States of America, a Senior Lecturer, Professor and the Chairman of the Department of Decision Sciences & Managerial Economics at The Chinese University of Hong Kong and a Professor and the Dean of the Faculty of Business Administration at The Chinese University of Hong Kong. He was the Vice-President (Academic & Research), Professor and Programme Director and the Head of the Department of Supply Chain and Information Management at The Hang Seng Management College, Hong Kong. He is currently the Professor Emeritus of the Department of Supply Chain and Information Management at The Hang Seng Management College, Hong Kong. He is also certified in Production and Inventory Management and a member of Beta Gamma Sigma.

He is currently an independent non-executive Director of Embry Holdings Limited (Stock Code: 1388) whose shares are listed on the Main Board of the Stock Exchange.

In accordance with the letter of appointment entered into between the Company and Professor Lee, he will serve as an independent non-executive Director for a term of three years commencing on 1 September 2015 and ending on 31 August 2018 and is subject to retirement

## LETTER FROM THE BOARD

and re-election at general meetings of the Company in accordance with the Bye-Laws of the Company. Professor Lee is entitled to a director's fee of HK\$100,000 per annum which is determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Professor Lee (i) did not hold any other major appointments and qualifications or directorships in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; (iii) did not hold other positions with the Company or other members of the Group; and (iv) was not interested in any shares of the Company within the meaning of Part XV of the SFO.

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

### **SGM**

The SGM will be held at 10:30 a.m. on Friday, 25 September 2015 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong for the Shareholders to consider and, if thought fit, approve the grant of the Specific Mandate for the allotment and issue of the Consideration Shares and the proposed re-election of Director. The notice of the SGM is set out on pages SGM-1 to SGM-3 of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no Shareholder has a material interest in the transactions contemplated under the SP Agreement (including the allotment and issue of Consideration Shares under the Specific Mandate). As such, no Shareholder will be required to abstain from voting on the resolution(s) to approve the grant of the Specific Mandate at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution for approving the re-election of Director at the SGM.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of poll at the SGM.

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



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that (i) the terms of the SP Agreement (including the allotment and issue of the Consideration Shares under the Specific Mandate) are fair and reasonable and (ii) the terms of the SP Agreement (including the allotment and issue of the Consideration Shares under the Specific Mandate) and the proposed re-election of Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the SGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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



**GET HOLDINGS LIMITED**

**智易控股有限公司\***

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

**(Stock code: 8100)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“SGM”) of GET Holdings Limited (“**Company**”) will be held at 10:30 a.m. on Friday, 25 September 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the sale and purchase agreement dated 31 July 2015 and entered into between the Company as purchaser and China New Economy Fund Limited as vendor in relation to the Acquisition (as defined in the circular of the Company dated 7 September 2015 (“**Circular**”), a copy of which is marked “**A**” and signed by the chairman of the meeting for identification purpose and has been tabled at the meeting)(“**SP Agreement**”)(a copy of the SP Agreement is marked “**B**” and signed by the chairman of the meeting for identification purpose and has been tabled at the meeting) at the consideration of HK\$60,000,000 which will be satisfied in full by the allotment and issue of the Consideration Shares (as defined in the Circular) by the Company upon completion of the Acquisition and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue the Consideration Shares at HK\$0.409 per Consideration Share in accordance with the terms and conditions of the SP Agreement, and that the Consideration Shares shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue; and

\* *For identification purposes only*

## NOTICE OF SGM

- (c) any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the SP Agreement and all transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the SP Agreement) as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.”
2. “**THAT** Professor Lee T.S. be re-elected as an Independent Non-executive Director of the Company.”

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

Hong Kong, 7 September 2015

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

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

*Notes:*

1. The resolutions to be proposed at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy needs not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the board of Directors (“**Board**”) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

## NOTICE OF SGM

5. Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

*As at the date of this notice, the Board consists of two executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi, and three independent non-executive Directors, namely Professor Lee T.S., Ms. Xiao Yiming and Professor Chui Tsan Kit.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

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