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GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock code: 8100)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of GET Holdings Limited (“**Company**”) will be held at 10:30 a.m. on Tuesday, 15 December 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (A) the conditional sale and purchase agreement dated 13 August 2015 and the supplemental agreement dated 16 September 2015 and entered into by and among the Company as purchaser, Access Magic Limited, Ace Source International Limited, Well Peace Global Limited and Wealthy Hope Limited as vendors and Dong Yuguo, Xue Qiushi, Lian Ming and Chen Liang as warrantors in relation to the acquisition (“**Acquisition**”) of the Sale Shares (as defined in the circular of the Company dated 23 November 2015 (“**Circular**”), a copy of which is marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) (collectively the “**Acquisition Agreement**”) (a copy of the Acquisition Agreement is marked “B” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and the Acquisition be and are hereby approved, confirmed and ratified;

* *For identification purposes only*

- (B) subject to completion of the Acquisition, the creation and issue of the Convertible Notes (as defined in the Circular) on and subject to the terms and conditions of the Acquisition Agreement be and are hereby approved and the board of directors of the Company (“**Board**”) or a committee thereof be and is hereby specifically authorised to allot and issue, credited as fully paid, such number of shares of the Company (each, a “**Conversion Share**”) in accordance with the instrument constituting the Convertible Notes (“**Instrument**”), a draft of which marked “C” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with the terms and conditions of the Instrument;
- (C) subject to completion of the Acquisition, the allotment and issue of the Consideration Shares (as defined in the Circular) on and subject to the terms and conditions of the Acquisition Agreement be and are hereby approved and the Board or a committee thereof be and is hereby specifically authorised to allot and issue the Consideration Shares at HK\$0.30 per Consideration Share in accordance with the terms and conditions of the Acquisition 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 at the date of such allotment and issue; and
- (D) all other transactions contemplated under the Acquisition Agreement be and are hereby approved and the Board or a committee thereof be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Acquisition Agreement, the creation and issue of the Convertible Notes and the allotment and issue of the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with terms and conditions of the Instrument and the allotment and issue of the Consideration Shares, 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 Acquisition Agreement) as are, in the opinion of the Directors or a duly authorised committee, in the interest of the Company and its shareholders as a whole”.

Yours faithfully
On behalf of the Board
GET HOLDINGS LIMITED
Kuang Hao Kun Giovanni
Chairman

Hong Kong, 23 November 2015

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Hamilton HM11
Bermuda

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Notes:

1. The resolution to be proposed at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/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.
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 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.