

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 (“Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock code: 8100)

- (1) GRANT OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED REFRESHMENT OF 10% GENERAL LIMIT UNDER
THE SHARE OPTION SCHEME;
(4) PROPOSED CAPITAL REORGANISATION;
(5) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong at 10:30 a.m. on Monday, 23 May 2016 is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy for use by the shareholders at the annual general meeting is enclosed herein.

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

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at www.geth.com.hk.

* For identification purposes only

CHARACTERISTICS OF GEM

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

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

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EXPECTED TIMETABLE

The expected timetable for the implementation of the Capital Reorganisation and the Change in Board Lot Size is set out below:

Event	Date and time
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Latest time and date for lodging forms of proxy for the AGM.....	10:30 a.m. on Saturday, 21 May 2016
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Time and date of the AGM	10:30 a.m. on Monday, 23 May 2016
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Publication of announcement of results of the AGM.....	Monday, 23 May 2016
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The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation:

Expected effective date of the Capital Reorganisation	Tuesday, 24 May 2016
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First day for free exchange of existing share certificates for new share certificates for the New Shares	Tuesday, 24 May 2016
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Commencement of dealings in the New Shares.....	9:00 a.m. on Tuesday, 24 May 2016
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Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 24 May 2016
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Temporary counter for trading in the New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 24 May 2016
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Original counter for trading in the New Shares in new board lots of 6,000 New Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 7 June 2016
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Parallel trading in the New Shares (in the form of new share certificates in board lots of 6,000 New Shares and existing share certificates in board lots of 1,000 New Shares) commences	9:00 a.m. on Tuesday, 7 June 2016
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EXPECTED TIMETABLE

Designated broker starts to stand in the market to provide matching services for odd lots of the New Shares 9:00 a.m. on Tuesday, 7 June 2016

Temporary counter for trading in the New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) closes..... 4:00 p.m. on Tuesday, 28 June 2016

Parallel trading in the New Shares (in the form of new share certificates in board lots of 6,000 New Shares and existing share certificates in board lots of 1,000 New Shares) ends..... 4:00 p.m. on Tuesday, 28 June 2016

Designated broker ceases to stand in the market to provide matching services for odd lots of the New Shares..... 4:00 p.m. on Tuesday, 28 June 2016

Last day for free exchange of existing share certificates for new share certificates for the New Shares 4:30 p.m. on Thursday, 30 June 2016

All times and dates specified in the timetable above refer to Hong Kong times and dates.

This timetable is indicative only and any subsequent changes to the expected timetable will be announced by the Company.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

- “10% General Limit” the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme, being 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme which has been “refreshed” and may be further “refreshed” pursuant to the rules of the Share Option Scheme
- “2014 AGM” the annual general meeting of the Company held on 4 June 2014
- “2014 Capital Reorganisation” the reorganisation of the share capital of the Company involving (i) the consolidation of every four (4) then issued and unissued ordinary shares of HK\$0.10 each in the share capital of the Company into one (1) consolidated share of HK\$0.40 in the share capital of the Company; (ii) 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\$0.39 on each of the then issued consolidated shares such that the nominal value of each then issued consolidated share was reduced from HK\$0.40 to HK\$0.01; and (iii) the sub-division of each of the then authorised but unissued consolidated shares of HK\$0.40 each into forty (40) ordinary shares of HK\$0.01 each in the share capital of the Company, all of which became effective on 18 July 2014
- “2015 Capital Reorganisation” the reorganisation of the share capital of the Company involving (i) the consolidation of every ten (10) then issued and unissued ordinary shares of HK0.01 each in the share capital of the Company after the 2014 Capital Reorganisation into one (1) consolidated share of HK\$0.10 in the share capital of the Company; (ii) 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 then issued consolidated shares such that the nominal value of each then issued consolidated share was reduced from HK\$0.10 to HK\$0.01; and (iii) the sub-division of each of the then authorised but unissued consolidated shares of HK\$0.10 each into ten (10) Existing Shares of HK\$0.01 each, all of which became effective on 24 March 2015

DEFINITIONS

“AGM”	the annual general meeting of the Company to be held at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong at 10:30 a.m. on Monday, 23 May 2016, the notice of which is set out on pages AGM-1 to AGM-7 of this circular
“Board”	the board of Directors
“Business Day(s)”	any day (excluding a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Capital Reduction”	the proposed reduction of the par value of each of the then issued Consolidated Shares from HK\$0.05 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.04 on each of the then issued Consolidated Shares
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Sub-division
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading in the Shares from 5,000 Existing Shares to 6,000 New Shares upon the Capital Reorganisation becoming effective
“Companies Act”	the Companies Act 1981 of Bermuda
“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
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.05 each in the share capital of the Company immediately after the Share Consolidation but before the Capital Reduction and the Share Sub-division becoming effective
“Conversion Share(s)”	the number of Share(s) which may fall to be allotted and issued upon the exercise of the conversion rights attached to the Convertible Notes

DEFINITIONS

“Convertible Notes”	the zero coupon convertible notes in an aggregate principal amount of HK\$75,208,200 issued by the Company on 31 December 2015
“Director(s)”	the director(s) of the Company from time to time
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Existing Share Options”	the share options granted to certain eligible participants under the Share Option Scheme conferring the holders thereof the right to subscribe for up to 12,310,000 Existing Shares at an exercise price of HK\$0.551 per Existing Share (subject to adjustment(s)) which remained outstanding as at the Latest Practicable Date
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	15 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“New Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares, the total number of which shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution as set out in resolution numbered 4 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Existing Share(s), Consolidated Share(s) and/or New Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.05 each
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution passed at an extraordinary general meeting of the Company held on 24 December 2007
“Share Sub-division”	the proposed sub-division of each of the then authorised but unissued Consolidated Shares of par value of HK\$0.05 each into five (5) New Shares of par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Future Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock code: 8100)

Executive Directors:

Mr. Kuang Hao Kun Giovanni (*Chairman*)

Mr. Xue Qiushi (*Chief Executive Officer*)

Independent non-executive Directors:

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

20 April 2016

To the Shareholders

Dear Sir or Madam,

- (1) GRANT OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED REFRESHMENT OF 10% GENERAL LIMIT UNDER
THE SHARE OPTION SCHEME;
(4) PROPOSED CAPITAL REORGANISATION;
AND
(5) PROPOSED CHANGE IN BOARD LOT SIZE**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) re-election of Directors; (iii) proposed refreshment of 10% General Limit under the Share Option Scheme; (iv) proposed Capital Reorganisation; (v) proposed Change in Board Lot Size; and (vi) notice of the AGM.

* *For identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

The general mandates previously granted to the Directors to repurchase and to issue Shares by the Shareholders at the annual general meeting of the Company held on 4 June 2015 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares of the Company on the date of passing of such resolution (i.e. a total number of Shares up to 123,457,912 Existing Shares prior to the Capital Reorganisation becoming effective or 24,691,582 New Shares as adjusted taking into account the effect of the Capital Reorganisation) assuming that the total number of Shares in issue remains the same at 1,234,579,129 Existing Shares from the Latest Practicable Date up to the date of passing such resolution);
- (b) to allot, issue or deal with Shares of up to 20% of the total number of issued Shares of the Company on the date of passing of such resolution (i.e. a total number of 246,915,825 Existing Shares prior to the Capital Reorganisation becoming effective or 49,383,165 New Shares as adjusted taking into account the effect of the Capital Reorganisation) assuming that the total number of Shares in issue remains the same at 1,234,579,129 Existing Shares from the Latest Practicable Date up to the date of passing such resolution); and
- (c) to extend the General Mandate by such number of Shares representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-1 to AGM-7 of this circular. With reference to the Repurchase Mandate and the General Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

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

RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 84 of the Bye-Laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every

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Director shall be subject to retirement at least once every three years. Professor Chui Tsan Kit and Ms. Xiao Yiming will retire and each of them, being eligible, will offer himself/herself for re-election at the AGM.

Further particulars of Professor Chui Tsan Kit and Ms. Xiao Yiming are set out in Appendix II to this circular.

PROPOSED REFRESHMENT OF 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon the exercise of all options that may be granted under the Share Option Scheme and any other share option schemes of the Company is subject to the 10% General Limit; and
- (2) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time (“**30% Overall Limit**”).

The Company may seek approval from the Shareholders in general meeting for the refreshment of the 10% General Limit so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall be re-set at 10% of the total number of Shares in issue as at the date of approval of the 10% General Limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as “refreshed”.

The Share Option Scheme was adopted on 24 December 2007. The existing 10% General Limit was refreshed pursuant to an ordinary resolution passed by the Shareholders at the 2014 AGM, and the maximum number of Shares which may be issued upon the exercise of all options that may be granted under the existing 10% General Limit was 12,314,052 Existing Shares (as adjusted having taken into account the effect of the 2014 Capital Reorganisation and the 2015 Capital Reorganisation which took place after the 2014 AGM).

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Outstanding options since the refreshment of 10% General Limit at 2014 AGM

As set out in the announcement of the Company dated 2 July 2015, options to subscribe for an aggregate of 12,310,000 Existing Shares were granted by the Company on 2 July 2015 to three eligible participants under the Share Option Scheme at an exercise price of HK\$0.551 per Existing Share with an exercise period from 15 July 2015 to 14 July 2018, details of which are as follows:

Name of grantee	Position	No. of Shares to be issued upon exercise in full of the options granted
Kuang Hao Kun Giovanni ("Mr. Kuang")	Chairman of the Board, executive Director and director of some subsidiaries of the Company	6,155,000
Lau Siu Cheong ("Mr. Lau")	Financial controller and company secretary of the Company and director and company secretary of some subsidiaries of the Company	3,077,500
Lee Kin Fai ("Mr. Lee")	Director and company secretary of a subsidiary of the Company	3,077,500
Total:		12,310,000

The grant was to reward the past and future potential contribution of the grantees to the Group, who are the key personnel of the Group and have made continuing contribution to the Group.

Mr. Kuang has been, including but without limitation, (1) developing strategic plan for the Group; (2) overseeing the day-to-day operations of the Group; and (3) managing some core businesses of the Group.

Mr. Lau has been, including but without limitation, (1) managing all accounting operations, coordinating and directing the preparation of the budget and financial forecasts and reports, preparing and arranging for the publication of financial statements in a timely manner; (2) assisting in formulating the Company's future direction and supporting tactical initiative; (3) assisting the Company in arranging debt and equity financings; (4) developing financial and tax strategies; and (5) handling a wide range of company secretarial matters.

Besides, Mr. Kuang and Mr. Lau are the directors of Both Talent International Limited ("**Both Talent**"), which is a subsidiary of the Company and principally engaged in the research, development and distribution of personal computer performance software, anti-virus

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software, mobile phone applications and toolbar advertisement (“**Software Business**”). Both Talent is the key business unit of the Software Business which is expected to continually be one of the pillar businesses of the Group.

Mr. Kuang and Mr. Lau are the sole director and the company secretary of Citi Profit Finance Limited (“**Citi Profit**”) respectively. Citi Profit, a wholly-owned subsidiary of the Company, is principally engaged in money lending business. Under the directorship of Mr. Kuang and assistance of Mr. Lau, such business had a continuing growth during the year of 2015 and Citi Profit did not record any doubtful or bad debt as at the Latest Practicable Date.

Mr. Lee is the company secretary of e-Perfect I.T. Limited (“**e-Perfect**”), a wholly-owned subsidiary of the Company, and an executive director of Wafer Systems (Hong Kong) Limited (“**Wafer Systems**”), a wholly-owned subsidiary of e-Perfect. e-Perfect and Wafer Systems are principally engaged in the provision of corporate management solutions, I.T. contract services, network infrastructure solutions and network professional service to corporate clients in Hong Kong and the People’s Republic of China (“**Corporate Management Solutions and I.T. Contract Service Business**”). The Board is satisfied with the overall performance of Wafer Systems under the leadership of Mr. Lee. The Board believes that Mr. Lee will continue to contribute to the Corporate Management Solutions and I.T. Contract Service Business and thus the Group in the future.

Taking into account the contribution of the grantees and the then total number of issued shares of the Company as at 2 July 2015 (being the date of the grant of options) as enlarged by, among others, the rights issue conducted by the Company in 2015, the Directors considered that although the grant of share options on 2 July 2015 almost utilised the existing 10% General Limit, such grant represented approximately 1.54% of the then total number of issued shares of the Company and thus was fair and reasonable.

As at the Latest Practicable Date, options to subscribe for all such 12,310,000 Existing Shares remained outstanding and yet to be exercised. Further options to subscribe for 4,052 Existing Shares which may be granted under the Share Option Scheme based on the existing 10% General Limit represent a negligible percentage of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, there was no grant of options from the 2014 AGM up to the Latest Practicable Date.

Reasons for and benefits of the proposed refreshment of 10% General Limit under the Share Option Scheme

The purposes of the Share Option Scheme are to enable the Company to grant options to eligible participants under the Share Option Scheme in order to recognise and motivate the contribution of the employees of the Group and to provide incentives, to help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct economics interest in attaining the long term business objectives of the Group.

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The Directors considered that the existing 10% General Limit has almost been fully utilised such that unless the 10% General Limit is refreshed in accordance with the rules of the Share Option Scheme, the Share Option Scheme cannot continue to serve its intended purposes for the benefits of the Group and the Shareholders. As such, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the 10% General Limit and propose to seek approval from the Shareholders at the AGM for the proposed refreshment of the 10% General Limit.

Effect of the proposed refreshment of 10% General Limit on the Company's shareholding structure

As at the Latest Practicable Date, the total number of Existing Shares in issue was 1,234,579,129.

Upon the proposed refreshment of the 10% General Limit and assuming the total number of Shares in issue remains unchanged from the Latest Practicable Date up to and including the date of the AGM, the Company may grant further options to eligible participants under the Share Option Scheme to subscribe for a maximum of 123,457,912 Existing Shares, being 10% of Shares in issue as at the date of approval of the proposed refreshment of the 10% General Limit prior to the Capital Reorganisation becoming effective or 24,691,582 New Shares as adjusted taking into account the effect of the Capital Reorganisation.

Conditions for the proposed refreshment of 10% General Limit under the Share Option Scheme

The refreshment of the 10% General Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the proposed refreshment of the 10% General Limit under the Share Option Scheme; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the total number of issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options that may be granted under the Share Option Scheme within the 10% General Limit so refreshed ("**Listing Approval**").

Application for listing

Application will be made to the Stock Exchange for the Listing Approval.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-division, details of which are as follows:

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(1) Share Consolidation:

Every five (5) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.05 each and where applicable, the total number of the Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation.

(2) Capital Reduction:

The Capital Reduction will be effected immediately upon the Share Consolidation becoming effective, pursuant to which the par value of each of the then issued Consolidated Shares will be reduced from HK\$0.05 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.04 on each of the then issued Consolidated Shares, the credits arising from (a) such reduction of the paid up capital; and (b) the cancellation of any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation, which together, amount to approximately HK\$9,876,633.04, will be credited to the contributed surplus account of the Company within the meaning of the Companies Act.

(3) Share Sub-division:

Immediately following the Capital Reduction, each of the then authorised but unissued Consolidated Shares of par value of HK\$0.05 each will be sub-divided into five (5) New Shares of par value of HK\$0.01 each.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$800,000,000 divided into 80,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 1,234,579,129 Existing Shares have been issued and fully paid or credited as fully paid. Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Capital Reorganisation, the authorised share capital of the Company will be HK\$800,000,000 divided into 80,000,000,000 New Shares of par value of HK\$0.01 each, of which 246,915,825 New Shares will be in issue and the aggregate nominal value of the issued share capital of the Company will be HK\$2,469,158.25 upon the Capital Reorganisation becoming effective.

Based on 1,234,579,129 Existing Shares in issue as at the Latest Practicable Date, a credit of approximately HK\$9,876,633.04 will arise as a result of the Capital Reorganisation. It is proposed that the total credit arising in the accounts of the Company from the Capital Reorganisation will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act upon the Capital Reorganisation becoming effective. Such credits transferred to the contributed surplus account of the Company within the meaning of the Companies Act which, together with the amount already in the contributed surplus account, will be used by the Board to set off against the accumulated losses of the Company after the Capital Reorganisation becoming effective or in any manner as the Board may deem fit as may

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be permitted under the applicable laws. The total accumulated losses of the Company were approximately HK\$425,556,000 as shown in the audited consolidated financial statements of the Company as at 31 December 2015.

Shareholders and potential investors of the Company should note that the credits arising in the books from the Capital Reorganisation will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reorganisation becoming effective.

Assuming no further Existing Shares will be issued or repurchased or surrendered prior to the effective date of the Capital Reorganisation, the effect of the Capital Reorganisation on the share capital structure of the Company is summarised below:

	As at the Latest Practicable Date	Immediately upon the Capital Reorganisation becoming effective
Par value per Share	HK\$0.01 per Existing Share	HK\$0.01 per New Share
Authorised share capital	HK\$800,000,000 divided into 80,000,000,000 Existing Shares	HK\$800,000,000 divided into 80,000,000,000 New Shares
Number of Shares in issue	1,234,579,129 Existing Shares	246,915,825 New Shares
Issued and fully paid-up or credited as fully paid-up share capital	HK\$12,345,791.29	HK\$2,469,158.25

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, save that no fractional New Shares will be allocated to the Shareholders. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (1) the passing of the necessary special resolution(s) by the Shareholders to approve the Capital Reorganisation at the AGM;

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- (2) the Stock Exchange granting the listing of, and the permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon exercise of the share options granted and to be granted under the Share Option Scheme and upon the exercise of the conversion rights under the Convertible Notes;
- (3) the compliance with the relevant procedures and requirements under the laws of Bermuda and the GEM Listing Rules to effect the Capital Reorganisation; and
- (4) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

Assuming the above conditions are fulfilled on or before the date of the AGM, the Capital Reorganisation is expected to become effective on the next Business Day after the date of passing of the relevant special resolution(s) approving the Capital Reorganisation at the AGM.

Status of the New Shares

All New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

Fractional entitlement to New Shares

Fractional Shares, if any, arising from the Share Consolidation will not be allocated to the Shareholders. Any fractional entitlement to the New Shares will be aggregated, sold and retained for the benefit of the Company.

Listing and dealings

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon the exercise of the share options granted and to be granted under the Share Option Scheme and upon the exercise of the conversion rights under the Convertible Notes.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

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None of the Existing Shares is listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becoming effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Exchange of share certificates

Subject to the Capital Reorganisation becoming effective, Shareholders may, on or after Tuesday, 24 May 2016 until Thursday, 30 June 2016 (both dates inclusive), submit share certificates in the colour of yellow for the Existing Shares to the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, at the expense of the Company, for new share certificates in the colour of green for the New Shares (on the basis of 5 Existing Shares for 1 New Share). Thereafter, certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher. After 4:30 p.m. on Thursday, 30 June 2016, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the New Shares at the expenses of the Shareholders concerned at any time but will not be accepted for delivery, trading and settlement purposes.

Reasons for the Capital Reorganisation

The Company implemented the 2014 Capital Reorganisation and the 2015 Capital Reorganisation in 2014 and 2015 respectively. As the share price of the Company was on a downward trend in the past two years, the 2014 Capital Reorganisation and the 2015 Capital Reorganisation, which involved share consolidation, capital reduction and share sub-division, provided the Company with greater flexibility in possible fund raisings in the future. In particular, the Company conducted a rights issue subsequent to the 2015 Capital Reorganisation.

As at the Latest Practicable Date, the Company currently did not have any plans, or enter or propose to enter into any agreement, arrangement, understanding or undertaking, whether formal or informal and whether expressed or implied, and negotiation with an intention to conduct any equity fund raising activities.

In view of the recent trading price of the Shares, the Board proposes to implement the Capital Reorganisation. The Capital Reorganisation, which includes the Share Consolidation, will allow the value of each board lot to be increased to more than HK\$2,000 and enable the Company to comply with the trading requirements under the GEM Listing Rules. The Capital Reduction and the Share Sub-division will keep the par value of the Shares at a lower level that can facilitate the Company's future fund raising activities as the Company will not be allowed to issue any Shares below its par value. The credit in the contributed surplus account of the Company within the meaning of the Companies Act arising from the Capital Reduction will enable the Company to set off part of its accumulated loss of approximately HK\$425,556,000 as at 31 December 2015 and may be applied in the future for distribution to

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the Shareholders or in any manner permitted by the laws of Bermuda and the bye-laws of the Company. Accordingly, the Directors consider that the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.

PROPOSED CHANGE IN BOARD LOT SIZE

At present, the Existing Shares are traded in board lots of 5,000. The Board also proposes to change the board lot size for trading in the Shares from 5,000 Existing Shares to 6,000 New Shares subject to and upon the Capital Reorganisation becoming effective. Based on the closing price of HK\$0.094 per Existing Share and the theoretical adjusted closing price of HK\$0.47 per New Share as at the Latest Practicable Date and assuming that the Capital Reorganisation and the Change in Board Lot Size had become effective, the value of each board lot of the New Shares would be HK\$2,820. As a result, the Board considers that the Change in Board Lot Size will maintain the trading value for each board lot at a reasonable level to attract investors.

ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS

In order to alleviate the difficulties arising from the existence of odd lots of New Shares as a result of the Capital Reorganisation, the Company has appointed Convoy Securities Limited to arrange for matching service on a best efforts basis regarding the sale and purchase of odd lots of New Shares from Tuesday, 7 June 2016 to Tuesday, 28 June 2016 (both dates inclusive). Shareholders who wish to take advantage of this trading facility should contact Mr. Hon Siu Hong of Convoy Securities Limited at Rooms 1406–12, 14/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong (telephone number: 3601 3426) during the office hours of such period. Shareholders should note that matching of the sale and purchase of odd lots of New Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

As at the Latest Practicable Date, there were Existing Share Options conferring the holders thereof the right to subscribe for up to 12,310,000 Existing Shares.

As at the Latest Practicable Date, Convertible Notes in an aggregate principal amount of HK\$75,208,200 remained outstanding which entitle the holders thereof to subscribe for an aggregate of 250,693,999 new Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Notes at an initial conversion price of HK\$0.30 per Conversion Share (subject to adjustment(s)). Further details in relation to the Convertible Notes are disclosed in the circular of the Company dated 23 November 2015.

As a result of the Capital Reorganisation and pursuant to the terms of the Share Option Scheme, Chapter 23 of the GEM Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules, the total number of Shares which may be allotted and issued upon the exercise of the Existing Share Options and the exercise price thereof will be adjusted from an aggregate of 12,310,000 Existing Shares at an exercise price of HK\$0.551 per

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Existing Share to an aggregate of 2,462,000 New Shares at an exercise price of HK\$2.755 per New Share (subject to further adjustment, if applicable), with effect from the Capital Reorganisation becoming effective.

As a result of the Capital Reorganisation and pursuant to the terms and conditions of the Convertible Notes, the total number of the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Notes in full will be adjusted from 250,693,999 Existing Shares to 50,138,799 New Shares (subject to further adjustment, if applicable) and the conversion price at which the Conversion Shares shall be allotted and issued will be adjusted from HK\$0.30 per Existing Share to HK\$1.50 per New Share (subject to further adjustment, if applicable), with effect from the Capital Reorganisation becoming effective.

The aforesaid adjustments have been reviewed and confirmed by RSM Hong Kong, the auditors of the Company, and will take effect upon the effective date of the Capital Reorganisation.

Save as disclosed above, 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 Existing Shares or New Shares, as the case may be.

WARNING

Shareholders should take note that the Capital Reorganisation is conditional upon satisfaction of conditions set out in the paragraph headed “Conditions of the Capital Reorganisation”. Therefore, the Capital Reorganisation may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Existing Shares, and if they are in any doubt about their position, they should consult their professional advisers.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company.

The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

AGM

The notice of the AGM is set out on pages AGM-1 to AGM-7 of this circular. At the AGM, resolutions will be proposed to adopt or approve (as the case may be), inter alia, as ordinary businesses the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2015, the re-election

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of the retiring Directors and the re-appointment of the auditors of the Company; and as special businesses, the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the proposed refreshment of the 10% General Limit under the Share Option Scheme and the proposed Capital Reorganisation. All resolutions at the AGM will be taken by poll in accordance with the requirements of the GEM Listing Rules.

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

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

RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the re-election of Directors, the proposed refreshment of the 10% General Limit under the Share Option Scheme and the proposed Capital Reorganisation are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

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

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

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

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

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 1,234,579,129 Existing Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company will not change prior to the AGM, would result in 123,457,912 Existing Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution prior to the Capital Reorganisation becoming effective) or 24,691,582 New Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution as adjusted taking into account the effect of the Capital Reorganisation), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

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

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

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

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

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

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

6. UNDERTAKING

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

7. TAKEOVERS CODE IMPLICATIONS

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

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

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

8. GENERAL

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

9. SHARE PRICES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April (<i>Note</i>)	0.744	0.319
May (<i>Note</i>)	1.190	0.340
June	0.880	0.500
July	0.550	0.255
August	0.590	0.290
September	0.380	0.310
October	0.510	0.330
November	0.380	0.200
December	0.255	0.200
2016		
January	0.218	0.145
February	0.198	0.138
March	0.174	0.105
April (up to the Latest Practicable Date)	0.130	0.088

Note: The share prices of the Company in April and May 2015 had been adjusted taking into account the effect of the 2015 Capital Reorganisation.

The following are the particulars of Professor Chui Tsan Kit and Ms. Xiao Yiming, all of whom will retire by rotation at the AGM and being eligible, will offer themselves for re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

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

Professor Chui, aged 47, has been appointed as an independent non-executive Director since April 2015. He is also the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Board. 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 Zhongtai Financial International Limited, a wholly-owned subsidiary of Zhongtai Securities Limited (state-owned securities firm in China), and the Managing Director of Zhongtai International Wealth Management Limited. He is also an independent non-executive director of GR Properties Limited (stock code: 108) whose shares are listed on the Main Board of the Stock Exchange. Professor Chui possesses the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules.

In accordance with the letter of appointment made between Professor Chui and the Company, Professor Chui has been appointed for an initial term of two years commencing on 23 April 2015 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the constitutional documents of the Company. Professor Chui is entitled to a director's fee of HK\$120,000 per annum which was determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

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

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

(2) Ms. Xiao Yiming (“Ms. Xiao”)

Ms. Xiao, aged 35, 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 was 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 2 January 2016 and is subject to rotation and re-election and other related provisions as stipulated in the constitutional documents of the Company. Ms. Xiao is entitled

to a director's fee of HK\$120,000 per annum which was determined by the Board with reference to her background, experience, duties and responsibilities with the Group and the prevailing market conditions.

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

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

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of GET Holdings Limited (“**Company**”) will be held at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong at 10:30 a.m. on Monday, 23 May 2016 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2015.
2. (a) To re-elect Professor Chui Tsan Kit as an Independent Non-executive Director;
(b) To re-elect Ms. Xiao Yiming as an Independent Non-executive Director; and
(c) To authorise the board of directors of the Company (“**Board**”) to fix the directors’ remuneration.
3. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to purchase (or agree to purchase) its shares in the share capital of the Company (“**Shares**”, each a “**Share**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, be and the same is hereby generally and unconditionally approved;

* For identification purposes only

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

“**THAT:**

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

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

- (aa) 20 per cent. of the total number of issued Shares as at the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares as at the date of the passing of that separate resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or sub-division, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes of this resolution:

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

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

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings

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of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

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

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

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the then shareholders of the Company on 24 December 2007 (“**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. mandate under the Share Option Scheme (“**10% General Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the number of shares of the Company in issue as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the 10% General Limit);
- (b) the directors of the Company or a duly authorised committee thereof be and is/ are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for shares of the Company within the refreshed 10% General Limit in

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accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the refreshed 10% General Limit; and

- (c) if, after the passing of this resolution, the Company conducts a share consolidation or sub-division, the number of shares of the Company that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the refreshed 10% General Limit shall be adjusted to the effect that the number of shares of the Company that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the refreshed 10% General Limit as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** subject to and conditional upon (i) compliance with the relevant procedures and requirements under the laws of Bermuda to effect the Capital Reorganisation (as defined below); and (ii) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation, with effect from the first business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later) (“**Effective Date**”):

- (a) every five (5) issued and unissued shares of HK\$0.01 each in the existing share capital of the Company be and are hereby consolidated (“**Share Consolidation**”) into one (1) share of HK\$0.05 each (“**Consolidated Shares**”);
- (b) the total number of the Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (c) the par value of each of the then issued Consolidated Shares of the Company be and is hereby reduced from HK\$0.05 each to HK\$0.01 each (“**New Shares**”) by cancelling the capital paid-up thereon to the extent of HK\$0.04 on each of the then issued Consolidated Shares, such that the par value of each then issued Consolidated Share be reduced from HK\$0.05 to HK\$0.01 (together with subparagraph (b) above are hereinafter referred to as “**Capital Reduction**”);
- (d) each of the then authorised but unissued Consolidated Shares of HK\$0.05 each be and is hereby sub-divided into five (5) New Shares of HK\$0.01 each (“**Share Sub-division**”, together with the Share Consolidation and the Capital Reduction, “**Capital Reorganisation**”);

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- (e) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (“**Contributed Surplus Account**”) and the board of directors of the Company (“**Directors**”) or a committee hereof be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account to eliminate or set off the accumulated losses of the Company as at the Effective Date and/or to eliminate or set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the by-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions mentioned aforesaid in relation thereto be approved, ratified and confirmed; and
- (f) the Directors or a committee hereof be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Sub-division and to aggregate all fractional New Shares and sell them for the benefits of the Company.”

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

20 April 2016

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

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

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

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3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy previously submitted 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, 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.