
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.

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.



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) MAJOR DISPOSALS AND (2) NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM to be held at 3 p.m. on Monday, 12 December 2016 at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong is set out on pages SGM-1 to SGM-2 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 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.

24 November 2016

* 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>
Definitions	1
Letter from the Board	4
Appendix I – Financial Information on the Group	I-1
Appendix II – General information	II-1
Notice of the SGM	SGM-1

DEFINITIONS

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

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“DX”	DX.com Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8086)
“DX Disposals”	the disposal of shares of DX by the Group as defined and described in the section headed “2. The DX Disposals and the Tianyun Disposals” in the Letter from the Board of this circular
“DX Group”	DX and its subsidiaries
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	third parties independent of the Company and its connected persons

DEFINITIONS

“Latest Practicable Date”	22 November 2016, being the latest practicable date before the printing of this circular for the purpose of ascertaining information for inclusion in this circular
“Perfect Growth”	Perfect Growth Limited 肇堅有限公司, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company to be convened and held at 3 p.m. on Monday, 12 December 2016 at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, approving, confirming and ratifying the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder
“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) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianyun”	Tianyun International Holdings Limited, a company incorporated in the BVI with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6836)

DEFINITIONS

“Tianyun Disposals”	the disposal of shares of Tianyun by the Group as defined and described in the section headed “2. The DX Disposals and the Tianyun Disposals” in the Letter from the Board of this circular
“Tianyun Group”	Tianyun and its subsidiaries
“%”	per cent.

In this circular, amounts denominated in RMB have been converted into HK\$ at the rate of RMB0.83 = HK\$1.00 and amounts denominated in US\$ have been converted into HK\$ at the rate of US\$1.00 = HK\$7.76. Such exchange rates are for illustration purpose only and do not constitute representations that any amount in HK\$ or RMB or US\$ has been, could have been or may be converted at such rates.

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 HM11

Bermuda

Head office and principal place

of business in Hong Kong:

Room 1703, 17/F

Harcourt House

39 Gloucester Road

Wanchai

Hong Kong

24 November 2016

To the Shareholders

Dear Sir or Madam

MAJOR DISPOSALS

1. INTRODUCTION

Reference is made to the announcements of the Company dated 28 October 2016 and 23 November 2016 in relation to, among other matters, the DX Disposals and the Tianyun Disposals.

The purpose of this circular is to provide you with, among other things, (i) details of the DX Disposals and the Tianyun Disposals; (ii) information of the DX Group and the Tianyun Group; and (iii) the notice of the SGM.

* *For identification purposes only*

LETTER FROM THE BOARD

2. THE DX DISPOSALS AND THE TIANYUN DISPOSALS

Perfect Growth (a wholly-owned subsidiary of the Company) conducted the following disposals:

Date of transaction	Name of the target company	Number of ordinary shares of the target company disposed	Approximate percentage of the then issued share capital of the target company (in aggregate) <i>(Note 1)</i>	Consideration (in aggregate)/ average price <i>(Notes 2 and 3)</i>	Gain/(loss) attributable to the disposal (in aggregate) <i>(Note 4)</i>	(a) Purchase cost of shares
						(b) Book value of shares as shown in the then latest consolidated management accounts of the Company at the time of the disposal
1. 26 March 2015 and 27 March 2015 (collectively, the “ First DX Disposal ”) <i>(Notes 5 and 7)</i>	DX	83,000,000 shares (in total)	1.48%	HK\$5,373,440 (in total) Average price of approximately HK\$0.06 per share	HK\$(5,519,319)	(a)
						HK\$25,008,884
2. 30 March 2015 and 31 March 2015 (collectively, the “ Second DX Disposal ”) <i>(Notes 5 and 7)</i>	DX	96,944,000 shares (in total)	1.73%	HK\$5,219,964 (in total) Average price of approximately HK\$0.05 per share	HK\$(7,498,895)	(a)
						HK\$29,210,376
3. 1 April 2015 (collectively, the “ Third DX Disposal ”, together with the First DX Disposal and the Second DX Disposal, referred to as the “ DX Disposals ”) <i>(Notes 7 and 8)</i>	DX	87,800,000 shares	1.57%	HK\$5,094,804 Average price of approximately HK\$0.06 per share	HK\$(6,425,730)	(a)
						HK\$26,455,180
4. 13 November 2015 and 10 March 2016 (collectively, the “ First Tianyun Disposal ”) <i>(Notes 6 and 9)</i>	Tianyun	9,768,000 shares (in total)	0.98%	HK\$12,924,640 (in total) Average price of approximately HK\$1.32 per share	HK\$375,179	(a)
						HK\$12,503,040
						(b)
						HK\$13,435,920

LETTER FROM THE BOARD

Date of transaction	Name of the target company	Number of ordinary shares of the target company disposed	Approximate percentage of the then issued share capital of the target company (in aggregate) (Note 1)	Consideration (in aggregate)/ average price (Notes 2 and 3)	Gain/(loss) attributable to the disposal (in aggregate) (Note 4)	(a) Purchase cost of shares
						(b) Book value of shares as shown in the then latest consolidated management accounts of the Company at the time of the disposal
5. 11 March 2016 and 14 March 2016 (collectively, the “ Second Tianyun Disposal ”) (Notes 6 and 9)	Tianyun	7,156,000 shares (in total)	0.72%	HK\$7,346,580 (in total) Average price of approximately HK\$1.03 per share	HK\$(1,839,580)	(a) HK\$9,159,680 (b) HK\$9,374,360
6. 15 March 2016 and 16 March 2016 (collectively, the “ Third Tianyun Disposal ”) (Notes 6 and 9)	Tianyun	11,408,000 shares (in total)	1.14%	HK\$11,280,340 (in total) Average price of approximately HK\$0.99 per share	HK\$(3,362,451)	(a) HK\$14,602,240 (b) HK\$14,944,480
7. 17 March 2016 (“ Fourth Tianyun Disposal ”, together with the First Tianyun Disposal, the Second Tianyun Disposal and the Third Tianyun Disposal, referred to as the “ Tianyun Disposals ”) (Notes 8 and 9)	Tianyun	9,668,000 shares	0.97%	HK\$10,005,300 Average price of approximately HK\$1.03 per share	HK\$(2,405,629)	(a) HK\$12,375,040 (b) HK\$12,665,080

Notes:

- The percentage is calculated with reference to the then latest monthly return or next day disclosure return of the target company publicly available on the website of the Stock Exchange as at the date of the transaction or, as the case may be, the last date of a series of transactions.*
- The consideration was settled by cash and excluded transaction costs.*
- The shares were disposed of in the open market through a brokerage agent and the consideration for each of the disposals represented the then market prices of the shares on the relevant transaction date.*

LETTER FROM THE BOARD

4. *The gain or loss attributable to the disposals is calculated based on (i) the consideration of disposal; (ii) less the book value of shares; (iii) less the transaction costs; and (iv) plus the release of investment revaluation reserves.*
5. *The first transaction (standing alone) did not constitute a discloseable transaction for the Company under the GEM Listing Rules while the second transaction (standing alone) constituted a discloseable transaction for the Company under the GEM Listing Rules. The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis was more than 5% but all relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis were less than 25% and the transactions on an aggregate basis constituted a discloseable transaction for the Company under the GEM Listing Rules and were subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules. Please refer to the Company's announcements dated 28 October 2016 and 23 November 2016 for further details.*
6. *Each of the transactions in respect of shares in the same company (standing alone) conducted on the relevant transaction date did not constitute a discloseable transaction for the Company under the GEM Listing Rules. The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis (as regards shares in the same company) was more than 5% but all relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis (as regards shares in the same company) were less than 25% and the transactions on an aggregate basis (as regards shares in the same company) constituted a discloseable transaction for the Company under the GEM Listing Rules and were subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.*
7. *Each of the First DX Disposal, the Second DX Disposal and the Third DX Disposal was a discloseable transaction for the Company and they, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.*
8. *The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of the transaction was more than 5% but all relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the transaction were less than 25% and the transaction constituted a discloseable transaction for the Company under the GEM Listing Rules and was subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.*
9. *Each of the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal constituted a discloseable transaction for the Company and they, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.*
10. *The net proceeds from the disposals were used to finance the principal business activities of the Group, of which (i) the net proceeds from the DX Disposals of approximately HK\$15.6 million were used for the money lending business of the Group; and (ii) the net proceeds from the Tianyun Disposals of approximately HK\$41.4 million were used for acquiring listed securities as part of the securities investment business of the Group. As at the Latest Practicable Date, the net proceeds from the DX Disposals and the Tianyun Disposals were fully utilised.*

LETTER FROM THE BOARD

11. *The Group ceased to have any interest in Tianyun immediately after the completion of the Tianyun Disposals. Immediately after the completion of the DX Disposals, the Group held 6,129,600 shares of DX, representing approximately 0.11% of the then issued share capital of DX. Such shares were subsequently disposed of on 2 April 2015.*

During the period from 26 March 2015 to 1 April 2015, based on the disclosure of interests notice filed by DX on 26 March 2015, DX held 18,604,650 issued shares of the Company, representing approximately 9.52% of the then issued share capital of the Company. Save as aforesaid, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of DX and Tianyun was an Independent Third Party at the relevant time.

The Company was not aware of the identities of the buyer(s) of the shares under the DX Disposals and the Tianyun Disposals and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the buyer(s) of such shares and their ultimate beneficial owners was an Independent Third Party as at the date of the relevant transaction.

Perfect Growth, the operating subsidiary of the Company which principally conducts the securities investment business of the Group, has adopted an internal control policy on investment in securities. Perfect Growth has established an investment committee ("**Investment Committee**") in relation to investment activities. Under the policy, the investment activities shall be undertaken by the Investment Committee. The Investment Committee determines the investment decision/strategy of the Group on a daily basis. After the Investment Committee identifies any potential investment opportunity, the staff of the Group will assist in preparing the investment proposal through gathering financial information of the potential investment, such as financial reports or news, the past stock price track record and financial ratio analysis available in the public domain. The Investment Committee will then consider the reasons for the potential investment. If the investment amount is significant, the potential investment will be subject to the Board's approval.

After executing the investment transactions, the Investment Committee will perform daily check on the share price of the investments and the finance department of the Company will provide a portfolio analysis report every two weeks and submit it to the Investment Committee for review. The Investment Committee will review the investment performance on a monthly basis and determine what action the Group shall take in respect of the Group's investment portfolio.

3. INFORMATION ABOUT DX

DX is a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8086). DX and its subsidiaries were principally engaged in (i) e-commerce business and provision of online sales platform and (ii) provision of professional information technology contract and maintenance services at the relevant time.

LETTER FROM THE BOARD

The audited consolidated profit before and after tax of DX for the year ended 30 June 2012 were approximately HK\$163,942,000 and HK\$131,757,000 respectively, while those for the year ended 30 June 2013 were approximately HK\$53,876,000 and HK\$36,826,000 respectively. Its audited consolidated loss before and after tax for the year ended 30 June 2014 were approximately HK\$63,068,000 and HK\$70,676,000 respectively. As at 31 December 2013, the unaudited consolidated total asset value and net asset value of DX were approximately HK\$356,544,000 and HK\$243,060,000 respectively, while those as at 31 December 2014 were approximately HK\$327,270,000 and HK\$173,741,000 respectively.

4. INFORMATION ABOUT TIANYUN

Tianyun is a company incorporated in the BVI with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6836). Tianyun and its subsidiaries were principally engaged in (i) the production and sales of processed fruit products packaged in metal containers, plastic cups and glass containers and (ii) trading of fresh fruit at the relevant time.

The audited consolidated profit before and after tax of Tianyun for the year ended 31 December 2013 were approximately RMB90,006,000 (equivalent to approximately HK\$108,441,000) and RMB70,900,000 (equivalent to approximately HK\$85,422,000) respectively, while those for the year ended 31 December 2014 were approximately RMB113,517,000 (equivalent to approximately HK\$136,767,000) and RMB89,311,000 (equivalent to approximately HK\$107,604,000) respectively. As at 31 December 2014, the audited consolidated total asset value and net asset value of Tianyun were approximately RMB194,815,000 (equivalent to approximately HK\$234,717,000) and RMB118,330,000 (equivalent to approximately HK\$142,566,000) respectively. As at 30 June 2015, its unaudited consolidated total asset value and net asset value were approximately RMB294,539,000 (equivalent to approximately HK\$354,866,000) and RMB184,524,000 (equivalent to approximately HK\$222,318,000) respectively.

5. REASONS FOR AND BENEFITS OF THE DX DISPOSALS AND THE TIANYUN DISPOSALS

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) investment in securities, (iii) money lending business, (iv) provision of insurance and mandatory provident fund schemes brokerage services and (v) provision of corporate management solutions and information technology contract services.

The shares disposed under the DX Disposals and the Tianyun Disposals were held as available-for-sale financial assets (“**AFS Financial Assets**”) as part of the Group’s investment portfolio.

LETTER FROM THE BOARD

As disclosed in the interim report of DX for the six months ended 31 December 2014, it recorded an unaudited consolidated revenue of approximately HK\$540 million (2013: approximately HK\$761 million), representing a decrease of approximately 29% from that for the corresponding period in 2013. The decrease was mainly attributable to the decline in revenue due to the fierce competition in the e-commerce industry, in which the DX Group operated. DX also recorded an unaudited consolidated net loss of approximately HK\$29.1 million (2013: net profit of approximately 24.6 million) and loss per share attributable to ordinary equity holders of DX of approximately HK0.52 cents (2013: earning per share of approximately HK0.47 cents). Considering the continuing downward trend in the stock price of DX at the relevant time and the then disappointing financial results of DX, the Directors considered that it was in the interests of the Group and the Shareholders to dispose of the shares of DX to avoid further loss to the Group and free its resources for financing its working capital need.

The stock price of Tianyun had fluctuated since the listing of Tianyun and showed a downward trend in the second half of 2015. The historical highest and lowest stock prices of Tianyun during the period from 13 November 2015 to 17 March 2016 were HK\$1.41 and HK\$0.76 respectively, while the purchase price of shares of Tianyun was HK\$1.28 per share. Further, as disclosed in the interim report of Tianyun for the six months ended 30 June 2015, it recorded a decrease in its unaudited consolidated net profit from approximately RMB37.4 million (equivalent to approximately HK\$45.1 million) for the six months ended 30 June 2014 to approximately RMB35.0 million (equivalent to approximately HK\$42.2 million) for the six months ended 30 June 2015. Given the deteriorating financial results of Tianyun and disappointing performance of its shares, the Directors believed that there was limited room of appreciation of the shares of Tianyun and it was a good opportunity to realise the investment in Tianyun to minimise loss to the Group and to free its resources for other potential investment.

The Directors (including the independent non-executive Directors) considered that the terms of each of the DX Disposals and the Tianyun Disposals at the relevant time were on normal commercial terms, and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

6. IMPLICATIONS UNDER THE GEM LISTING RULES

Starting from the financial year ended 31 December 2013, the Company had included securities investment transactions as one of its principal activities. The Company genuinely believed that the acquisitions and disposals of the AFS Financial Assets were part of the Group's ordinary and usual course of business and were therefore exempt from compliance with any requirements under Chapter 19 of the GEM Listing Rules. Upon having received the enquires in relation to the securities investment transactions of the Group from the Stock Exchange, the Company revisited the requirements of the GEM Listing Rules and considered that despite being within the ordinary course of business of the Group, the various acquisitions and disposals of the AFS Financial Assets were capital transactions for tax purposes and previous transactions that were of the same nature were treated as notifiable transactions. As such, the acquisitions and disposals of the AFS Financial Assets fall within the definition of "transactions" under Rule 19.04(1) of the GEM Listing Rules and the Company regrettably admitted that it had breached Rules 19.34, 19.38 and 19.40 of the GEM Listing Rules (to the extent applicable), failing to comply with the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

Each of the First DX Disposal, the Second DX Disposal and the Third DX Disposal was a discloseable transaction for the Company. As the highest relevant percentage ratio (as defined in the GEM Listing Rules) for the First DX Disposal, the Second DX Disposal and the Third DX Disposal, when aggregated, exceeded 25% but all relevant percentage ratios were less than 75%, the First DX Disposal, the Second DX Disposal and the Third DX Disposal, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

Each of the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal was a discloseable transaction for the Company. As the highest relevant percentage ratio (as defined in the GEM Listing Rules) for the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal, when aggregated, exceeded 25% but all relevant percentage ratios were less than 75%, the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

LETTER FROM THE BOARD

In order to prevent the occurrence of similar non-compliance incident involving the AFS Financial Assets in the future and to comply with the requirements under the GEM Listing Rules, the Company has taken or will take the following remedial actions:

- (i) the Company has immediately reviewed its current investment portfolio to check whether it shall comply with any requirements under the GEM Listing Rules;
- (ii) the Company has published the announcements of the Company dated 28 October 2016 and 23 November 2016 to inform the Shareholders of, among other matters, the details of the DX Disposals and the Tianyun Disposals;
- (iii) the Company has despatched this circular containing the details of the DX Disposals and the Tianyun Disposals to the Shareholders and will convene the SGM to approve, confirm and ratify the DX Disposals and the Tianyun Disposals;
- (iv) the Company has issued a memorandum to the Board and the management of the Company which are responsible for managing the securities investment business, reiterating that:
 - (a) any purchase or disposal of AFS Financial Assets should be a “transaction” for the purpose of Chapter 19 of the GEM Listing Rules;
 - (b) the management of the Company will only effect any purchase or disposal of AFS Financial Assets after having evaluated the implications of the GEM Listing Rules and ensuring the Company will be able to comply with the applicable requirements under the GEM Listing Rules, and in case of any doubt, the Company will consult external legal advisers, financial advisers and/or the Stock Exchange; and
 - (c) the management of the Company will prepare summary report on the securities transactions and report to the audit committee on a monthly basis for review.

7. SGM

The SGM will be held at 3 p.m. on Monday, 12 December 2016 at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong, for the Shareholders to consider and, if thought fit, approve, confirm and ratify the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder.

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

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, DX held 8,771,720 Shares, representing approximately 2.96% of the issued share capital of the Company. Save for DX which is required to abstain from voting on the resolution approving, confirming and ratifying the DX Disposals, no Shareholder had a material interest in the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder and no Shareholder will be required to abstain from voting on the resolutions to be proposed 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.

8. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder were on normal commercial terms, and were fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM to approve, confirm and ratify the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder.

9. ADDITIONAL INFORMATION

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

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

1. INDEBTEDNESS OF THE GROUP

Borrowings

At the close of business on 30 September 2016, being the latest practicable date for the purpose of this indebtedness statement, the Group had the following outstanding unguaranteed borrowings:

	<i>Notes</i>	Non-current portion <i>HK\$'000</i>	Current portion <i>HK\$'000</i>	Total <i>HK\$'000</i>
<u>Unsecured</u>				
Notes payables	1	179,000	33,642	212,642
Convertible notes	2	70,973	–	70,973
Amounts due to non-controlling interest of a subsidiary	3	–	989	989
Others		–	62	62
<u>Secured</u>				
Others	4	–	170	170
		<u>249,973</u>	<u>34,863</u>	<u>284,836</u>

Notes:

1. 10% unsecured loan notes (“**Jun 2015 Notes**”) in an aggregate principal amount of HK\$19,000,000 were subscribed by certain subscribers during the period from 27 June 2015 to 30 October 2015 and issued by the Company during the period from 3 August 2015 to 16 November 2015. These Jun 2015 Notes will mature on the second anniversary of their respective issue dates.

9% unsecured loan notes (“**Aug 2015 Notes**”) in an aggregate principal amount of HK\$191,000,000 were subscribed by certain subscribers during the period from 10 September 2015 to 29 December 2015 and issued by the Company during the period from 17 September 2015 to 5 January 2016. These Aug 2015 Notes will mature on the second anniversary of their respective issue dates.

2. On 31 December 2015, upon completion of the acquisition of additional 14.677% interest in Boom Max International Limited (“**Boom Max**”), the Company issued zero coupon convertible notes in an aggregate principal amount of HK\$75,208,200 to the vendors as partial consideration for the acquisition at an initial conversion price of HK\$0.3 per conversion share (as adjusted to HK\$1.5 per conversion share after the capital reorganisation of the Company completed on 24 May 2016). The maturity date of the convertible notes is the date falling two years after the issue date. Noteholders shall have the right to convert the convertible notes into Shares at any time during the conversion period. If any amount due under the convertible notes is not paid when due, at the Company’s sole discretion, such amount shall be redeemed by the Company by issue and delivery by the Company of a promissory note in favour of the noteholder(s) in the principal amount equal to 100% of such amount together with interest accrued on the overdue sum at the rate which is the lower of (i) HIBOR plus 1.5% per annum and (ii) 4% per annum, and will be due to mature on the first anniversary date of the issue of the promissory note. At any time prior to the maturity date, at the sole discretion of the Company, the Company may cancel and redeem such amount outstanding under the convertible notes at 100% of such outstanding amount.
3. The amounts due to minority shareholders of AP Group Investment Holdings Limited are unsecured and interest free and have no fixed repayment terms.
4. The amount represents payables to banks for corporate card facilities. The facilities to the extent of HK\$2,500,000 were secured by bank deposits of the Group of approximately HK\$2,637,000.

Pledge of assets

At the close of business on 30 September 2016, being the latest practicable date for the purpose of this indebtedness statement, the Group had pledged bank deposits of approximately US\$80,000 (equivalent to approximately HK\$622,000), HK\$1,003,000 and HK\$1,012,000 which represented deposits pledged to banks to secure banking facilities to the extent of HK\$2,500,000 granted to the Group. The pledged bank deposits are at fixed interest rates of 0.05% per annum, 0.3% per annum and 0.3% per annum respectively.

As at 30 September 2016, listed securities held by the Group with a total carrying amount of approximately HK\$218,379,000 were charged in favour of brokerage firms as collateral for the Group’s liabilities in respect of its margin trading accounts. As at 30 September 2016, the Group did not use the credit limit.

Contingent liabilities

As at 30 September 2016, the Group did not have any significant contingent liabilities.

Disclaimer

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal accounts payable in the ordinary course of business, the Group did not have any other loan capital issued and outstanding or agreed to be issued but unissued, loans, bank overdrafts, or other similar indebtedness, financial lease or hire purchase commitment, liabilities under acceptances (other than normal trade bills) or acceptable credits, debentures, mortgages, charges, guarantees or other material contingent liabilities as at the close of business on 30 September 2016.

2. WORKING CAPITAL SUFFICIENCY OF THE GROUP

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

3. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Looking ahead, the Group will continue to seek investments generating positive impacts and profit to increase its Shareholders' value.

Subsequent to the completion of the acquisition of additional 14.677% of the issued share capital of Boom Max on 31 December 2015, the Group has further expanded its business in software market by holding 65.177% of the issued share capital of Boom Max, and has increased its sharing in the financial results of Boom Max and its subsidiaries ("**Boom Max Group**"), which are principally engaged in the research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("**Software Business**"). The Software Business contributed an unaudited consolidated turnover and a segment profit of approximately HK\$90.5 million and HK\$49.8 million respectively for the nine months ended 30 September 2016 ("**2016 3Q Period**"). The Boom Max Group will continue to focus on the development and refinement of its products, including but not limited to its flagship anti-virus product – Advanced SystemCare, Driver Booster, Smart Defrag, Game Booster, Mac Booster and Random Password Generator. The Boom Max Group also plans to launch version 10.0 of Advanced SystemCare at the end of 2016. Based on the internal sale database of the Boom Max Group, the Boom Max Group's products have over 45 million new free and paid active users (which refer to users who have subscribed for the products at least one time during the 2016 3Q Period). The Directors are optimistic to the Software Business and expect that revenue from the Software Business will continue to be one of the principal sources of income of the Group in the future.

Subsequent to the completion of the acquisition of the entire issued share capital of GET Mdream Wealth Management Limited (which is principally engaged in insurance and Mandatory Provident Fund schemes brokerage business in Hong Kong) on 2 April 2014, the Group has successfully expanded its insurance and Mandatory Provident Fund schemes brokerage business in Hong Kong. For the 2016 3Q Period, the unaudited turnover and segment profit of the insurance and Mandatory Provident Fund schemes brokerage business were approximately HK\$50.7 million and approximately HK\$2.1 million respectively. The Group has been actively diversifying its products and services to include investment-linked insurance and will continue to enhance its sales teams for the promotion of its services and products.

The profit for the securities investment business of the Group for the 2016 3Q Period amounted to approximately HK\$8.8 million. Such profit was mainly attributable to the combined effects of the fair value gain on financial assets at fair value through profit and loss (“**FVTPL Financial Assets**”) of approximately HK\$17.9 million and the loss on disposal of the AFS Financial Assets of approximately HK\$7.8 million during the 2016 3Q Period. As at 30 September 2016, the FVTPL Financial Assets and the AFS Financial Assets with fair value of approximately HK\$458.2 million and HK\$101.3 million respectively consisted of 11 investment items, 10 of which are shares of companies listed on the Stock Exchange while the remaining one is an unlisted investment fund. Two of the aforesaid investment items held by the Group, i.e., the shares of (i) Convoy Global Holdings Limited (“**Convoy Global**”) (Stock Code: 1019), and (ii) First Credit Finance Group Limited (“**First Credit Group**”) (Stock Code: 8215) were valued at approximately HK\$192.2 million and HK\$262.1 million respectively, representing approximately 13.1% and 17.8% of the Group’s total asset value as at 30 September 2016 respectively; and approximately 34.4% and 46.8% of the total value of the securities investment of the Group of approximately HK\$559.5 million (comprising the AFS Financial Assets and the FVTPL Financial Assets) as at 30 September 2016 respectively. As at 30 September 2016, the Group held 800,630,000 shares of Convoy Global, representing approximately 5.4% of its total issued shares. For the 2016 3Q Period, the Group recorded an unrealised loss on fair value changes of approximately HK\$155.3 million in its investment in Convoy Global. As at 30 September 2016, the Group held 718,000,000 shares of First Credit Group, representing approximately 19.8% of its total issued shares. For the 2016 3Q Period, the Group recorded an unrealised gain on fair value changes of approximately HK\$169.6 million in its investment in First Credit Group. In view of the recent unstable global equity markets and volatile financial market in Hong Kong, this business segment carries material price risk in its nature. The Board will monitor closely the performance of its investment portfolio.

As to the money lending business of the Group, an unaudited loan interest income and a segment profit of approximately HK\$4.1 million and HK\$3.4 million respectively for the 2016 3Q Period were recorded. The Group has adopted and regularly reviewed the money lending policy and procedure manual which provide guidelines on the handling and/or monitoring of money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong). During the 2016 3Q Period, the Group had not recorded any doubtful or bad debt in its money lending activities. The Group will continue to operate its money lending business with prudent credit procedure in order to safeguard its capital.

On 27 September 2016, the Group entered into a sale and purchase agreement with an independent third party, pursuant to which the Group has conditionally agreed to sell 16,538,000 ordinary shares of China Parenting Network Holdings Limited (“**China Parenting**”) (Stock Code: 8361) at the consideration of HK\$35,498,817, which shall be satisfied by the allotment and issue by Finsoft Financial Investment Holdings Limited (“**Finsoft Financial**”) (Stock Code: 8018) of 186,492,340 new ordinary shares of par value of HK\$0.005 each of Finsoft Financial, credited as fully paid, at the issue price of approximately HK\$0.19035 per share. Upon completion, the Company will hold approximately 17.75% of the enlarged issued share capital of Finsoft Financial (assuming there is no change in the issued share capital of Finsoft Financial from the date of the sale and purchase agreement and up to the date of completion) and thus will become a substantial shareholder of Finsoft Financial. The Group may form strategic alliance with Finsoft Financial and its subsidiaries, particularly in the field of the provision of corporate management solutions and I.T. contract services, and create synergy effects to the business of the Group. The transaction has not yet completed as at the Latest Practicable Date. Details of the transaction are set out in the Company’s announcements dated 27 September 2016, 30 September 2016, 28 October 2016 and 15 November 2016 and Company’s circular dated 24 November 2016.

With careful operation of the existing businesses mentioned above, the Group will continue to enhance the quality of its current products, diversify its businesses and look for new potential investment opportunities to bring greater returns to the Shareholders.

4. EFFECT OF THE DX DISPOSALS AND THE TIANYUN DISPOSALS ON THE EARNINGS AND ASSETS AND LIABILITIES OF THE GROUP

The Group recognised a loss of approximately HK\$19.4 million for the DX Disposals in 2015, which was calculated based on (i) the consideration of disposal; (ii) less the book value of shares of DX; (iii) less the transaction costs; and (iv) plus the release of investment revaluation reserves.

The Group recognised a gain of approximately HK\$0.6 million and a loss of approximately HK\$7.8 million for the Tianyun Disposals in 2015 and 2016 respectively, which were calculated based on (i) the consideration of disposal; (ii) less the book value of shares of Tianyun; (iii) less the transaction costs; and (iv) plus the release of investment revaluation reserves.

As at 31 December 2014, the Group's audited total assets were approximately HK\$942.4 million and its audited total liabilities were approximately HK\$174.5 million. As at 31 December 2014, the Group had audited net assets of approximately HK\$767.9 million and a gearing ratio (calculated as total liabilities over total assets) of approximately 18.5%. Upon completion of the DX Disposals, the Group's (i) total assets decreased by approximately HK\$19.4 million to approximately HK\$923 million; (ii) total liabilities remained unchanged; (iii) net assets were approximately HK\$748.5 million; and (iv) gearing ratio (calculated as total liabilities over total assets) was approximately 18.9%.

As at 30 June 2015, the Group's unaudited total assets were approximately HK\$1,193.0 million and its unaudited total liabilities were approximately HK\$129.1 million. As at 30 June 2015, the Group had unaudited net assets of approximately HK\$1,063.9 million and a gearing ratio (calculated as total liabilities over total assets) of approximately 10.8%. Upon completion of the Tianyun Disposals, the Group's (i) total assets decreased by approximately HK\$7.2 million to approximately HK\$1,185.8 million; (ii) total liabilities remained unchanged; (iii) net assets were approximately HK\$1,056.7 million; and (iv) gearing ratio (calculated as total liabilities over total assets) was approximately 10.9%.

Save as disclosed above, there is no other impact on the Company's earnings resulting from the DX Disposals and the Tianyun Disposals such as change of revenue stream or distribution of dividend by the Company.

1. 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.

2. DISCLOSURE OF INTERESTS

(i) Interests of Directors

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

Long position in the Shares and underlying Shares

Name of Director	Capacity	Number of Shares/underlying Shares held	Approximate percentage of the total issued share capital of the Company <i>(Note 1)</i>
Kuang Hao Kun Giovanni ("Mr. Kuang")	Beneficial owner	1,231,000 <i>(Note 2)</i>	0.42%
Xue Qiushi ("Mr. Xue")	Interest of a controlled corporation <i>(Note 3)</i>	59,342,036 <i>(Note 4)</i>	20.03%

Notes:

1. The total number of 296,298,825 Shares in issue as at the Latest Practicable Date has been used for the calculation of the approximate percentage.
2. Based on the Director's/Chief Executive's Notice – Interests in Shares of Listed Corporation filed by Mr. Kuang dated 5 July 2016, these 1,231,000 underlying Shares had an exercise period from 15 July 2015 to 14 July 2018 with an exercise price of HK\$2.755 per Share.
3. Ace Source International Limited (“**Ace Source**”) is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue was deemed to be interested in all the Shares/underlying Shares held by Ace Source pursuant to Part XV of the SFO.
4. Based on the Director's/Chief Executive's Notice – Interests in Shares of Listed Corporation filed by Mr. Xue dated 7 October 2016, among these 59,342,036 Shares/underlying Shares, 29,210,976 of which were underlying Shares with an exercise period from 31 December 2015 to 31 December 2017 and an exercise price of HK\$1.5 per Share.

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

Name of Director	Name of the associated corporation	Capacity in which the shares are held	Number of shares	Approximate percentage of the associated corporation's issued share capital
Mr. Xue	Apperience Corporation	Interest of a controlled corporation (<i>Note</i>)	3,882,391	18.79%
Mr. Xue	Boom Max	Interest of a controlled corporation (<i>Note</i>)	11,657	11.66%

Note:

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

Aggregate long positions in debentures of the Company

Name of Director	Capacity in which the debentures are held	Amount of debentures
Mr. Xue	Interest of a controlled corporation (<i>Note</i>)	HK\$43,816,465

Note: Ace Source was interested in debentures in the amount of HK\$43,816,465 with an exercise period from 31 December 2015 to 31 December 2017. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue was deemed to be interested in all the debentures held by Ace Source pursuant to Part XV of the SFO.

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

(ii) Interests of substantial Shareholders

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

Name	Capacity	Number of Shares and underlying Shares held (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 2)	Notes
Fastek Investments Limited ("Fastek")	Beneficial Owner	23,720,000 (L)	8.01%	3
Rosy Lane Investments Limited ("Rosy Lane")	Interest of controlled corporations	31,912,157 (L)	10.77%	3
Hong Kong Education (Int'l) Investments Limited ("Hong Kong Education")	Interest of controlled corporations	31,912,157 (L)	10.77%	3
Access Magic Limited ("Access Magic")	Beneficial Owner	35,219,879 (L)	11.89%	4
Dong Yuguo ("Mr. Dong")	Interest of a controlled corporation	35,219,879 (L)	11.89%	4, 5
Ace Source	Beneficial Owner	59,342,036 (L)	20.03%	6
Universe International Financial Holdings Limited (formerly known as "Universe International Holdings Limited") ("Universe")	Interest of controlled corporations	49,383,000 (L)	16.67%	7
Lung Chung Chi	Beneficial Owner	32,705,000 (L)	11.04%	

Name	Capacity	Number of Shares and underlying Shares held (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 2)	Notes
First Credit Limited	Person having a security interest in shares	50,138,799 (L)	16.92%	8
First Credit Group	Interest of controlled corporations	50,138,799 (L)	16.92%	8

Notes:

- The letter "L" denotes a long position in the Shares/underlying Shares.
- The total number of the 296,298,825 Shares in issue as at the Latest Practicable Date has been used for the calculation of the approximate percentage.
- Wise Action Limited ("**Wise Action**") and Fastek are wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by Hong Kong Education, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1082). Each of Rosy Lane and Hong Kong Education was deemed to be interested in the 8,192,157 Shares and 23,720,000 Shares held by Wise Action and Fastek respectively pursuant to Part XV of the SFO.
- Access Magic was interested in 35,219,879 Shares/underlying Shares, 17,285,215 of which were underlying Shares.
- Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company. As such, Mr. Dong was deemed to be interested in all the Shares/underlying Shares held by Access Magic pursuant to Part XV of the SFO.
- Ace Source was interested in 59,342,036 Shares/underlying Shares, 29,210,976 of which were underlying Shares. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue was deemed to be interested in all the Shares/underlying Shares held by Ace Source pursuant to Part XV of the SFO. Mr. Xue is a director of Ace Source.

7. Based on the Company's records and to the best knowledge of the Directors after making reasonable enquiries, 49,383,000 Shares were held by Weluck Development Limited, which is wholly owned by Fragrant River Entertainment Culture (Holdings) Limited, which is in turn wholly owned by Universe, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1046). Accordingly, each of Fragrant River Entertainment Culture (Holdings) Limited and Universe was deemed to be interested in all the Shares held by Weluck Development Limited pursuant to Part XV of the SFO.
8. Based on the corporate substantial shareholder notices filed on 18 November 2016 by First Credit Limited, First Credit Limited was interested in 50,138,799 underlying Shares. Based on the corporate substantial shareholder notices filed on 18 November 2016 by First Credit Group, the shares of which are listed on the GEM (stock code: 8215), First Credit Limited is wholly owned by First Holdings Consortium Limited, which is in turn wholly owned by First Credit Group. Accordingly, each of First Holdings Consortium Limited and First Credit Group was deemed to be interested in all the underlying Shares held by First Credit Limited pursuant to Part XV of the SFO.

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

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

3. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) have been entered into by members of the Group within two years immediately preceding the date of this circular, which are or may be material:

- (a) the memorandum of understanding dated 2 February 2015 and entered into between GET Financial Group (International) Limited ("**GET Financial**") (formerly known as Fast Yield Holdings Limited) (a wholly-owned subsidiary of the Company) and Mr. Leung Wai Hon ("**Mr. Leung**") (the spouse of a substantial shareholder and a director of a subsidiary of the Company as at the date of the memorandum of understanding) in relation to the acquisition of 100% issued share capital of Trendmode Holdings Limited ("**Trendmode Acquisition**");

- (b) the placing agreement dated 5 February 2015 entered into between the Company as issuer and GEO Securities Limited as placing agent in relation to the 6% per annum notes (“**Feb 2015 Notes**”) to be issued by the Company in an aggregate principal amount of up to HK\$50,000,000 maturing on the second anniversary of the issue date of the Feb 2015 Notes at the placing price equal to 100% of the principal amount of the Feb 2015 Notes;
- (c) the underwriting agreement dated 24 February 2015 (“**Underwriting Agreement**”) entered into between the Company and Astrum Capital Management Limited, a corporation licensed to carry out business in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO (“**Underwriter**”), in relation to the underwriting arrangement in respect of the proposed issue (“**Rights Issue**”) of 586,237,461 shares of the Company (“**Rights Shares**”, each a “**Rights Share**”) on the basis of three Rights Shares for every one share of the Company held on the relevant record date, at the issue price of HK\$0.35 per Rights Share and the supplemental agreements to the Underwriting Agreement dated 20 March 2015 and 10 April 2015 made between the Company and the Underwriter to revise certain dates in connection with the Rights Issue, details of which are set out in the announcements of the Company dated 20 March 2015 and 10 April 2015 and the prospectus of the Company dated 22 May 2015;
- (d) the agreement dated 12 March 2015 entered into between GET Financial as purchaser and certain individuals as vendors (who were independent third parties immediately before the signing of the agreement) in relation to the acquisition of 51% of the issued share capital of GEO Finance Limited, a company principally engaged in money lending business in Hong Kong and whose key product is personal loan with subordinate property mortgage loan;
- (e) the sale and purchase agreement dated 1 April 2015 entered into between GET Financial as purchaser and Mr. Leung as vendor in relation to the Trendmode Acquisition at the maximum aggregate consideration of HK\$52,000,000 (subject to adjustments upon completion and after completion);
- (f) the placing agreement dated 22 June 2015 entered into between the Company as issuer and Win Fung Securities Limited as placing agent in relation to the placing of up to 39,080,000 new shares of the Company at a price of HK\$0.49 per share;

- (g) the placing agreement dated 26 June 2015 entered into between the Company as issuer and GEO Securities Limited as placing agent in relation to the Jun 2015 Notes to be issued by the Company in an aggregate principal amount of up to HK\$30,000,000 maturing on the second anniversary of the issue date of the Jun 2015 Notes at the placing price equal to 100% of the principal amount of the Jun 2015 Notes;
- (h) the sale and purchase agreement dated 31 July 2015 entered into between the Company as purchaser and China New Economy Fund Limited (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 80)) as vendor in relation to the acquisition of 27,298,000 ordinary shares of China Parenting (Stock Code: 8361) at a consideration of HK\$60,000,000 to be satisfied by the allotment and issue of 146,699,266 new shares by the Company;
- (i) the provisional sale and purchase agreement dated 8 August 2015 entered into between Bonus First Group Limited (a then wholly-owned subsidiary of the Company) as purchaser and Century Best Limited (an independent third party) as vendor in relation to the acquisition of a property in Hong Kong at a cash consideration of HK\$53,900,000;
- (j) the conditional sale and purchase agreement dated 13 August 2015 (“**Boom Max Agreement**”) entered into by and among the Company as purchaser, Ace Source, Access Magic, Wealthy Hope Limited and Well Peace Global Limited collectively as vendors and Mr. Dong, Mr. Xue, Mr. Lian Ming and Mr. Chen Liang collectively as warrantors in relation to the acquisition of 14.677% of the issued share capital of Boom Max (“**Boom Max Acquisition**”) at an aggregate consideration of HK\$180,416,400 to be satisfied by cash, the allotment and issue of new shares of the Company and the creation and issue of zero coupon convertible notes of the Company, and a supplemental agreement to the Boom Max Agreement dated 16 September 2015 (“**Boom Max Supplemental Agreement**”) entered into by and among the same parties to amend the structure of consideration settlement in connection with the Boom Max Acquisition;
- (k) the placing agreement dated 20 August 2015 entered into between the Company as issuer and Jun Yang Securities Company Limited as placing agent in relation to the Aug 2015 Notes to be issued by the Company in an aggregate principal amount of up to HK\$300,000,000 maturing on the second anniversary after the issue date of the Aug 2015 Notes at the placing price equal to 100% of the principal amount of the Aug 2015 Notes;

- (l) the letter agreement dated 30 September 2015 entered into between GET Financial and Mr. Leung to extend the long stop date of the Trendmode Acquisition from 30 September 2015 (or such later date as GET Financial and Mr. Leung may agree in writing) to 31 December 2015 (or such later date as GET Financial and Mr. Leung may agree in writing);
- (m) the sale and purchase agreement dated 6 October 2015 entered into between the Company as vendor and AMCO United Holding Limited as purchaser (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 630)) in relation to the disposal of 100% of the issued share capital of Bonus First Group Limited at a cash consideration of HK\$62,000,000;
- (n) the subscription agreement dated 31 October 2015 entered into between Lujolujo Asia Limited (a non-wholly owned subsidiary of the Company immediately before the completion of the subscription) and Muller Capital as subscriber in relation to the subscription of 50,000 ordinary shares of Lujolujo Asia Limited at a cash consideration of HK\$8,500,000;
- (o) the sale and purchase agreement dated 11 March 2016 entered into between Lucky Famous Limited (a wholly-owned subsidiary of the Company) as purchaser and an Independent Third Party as vendor in relation to the acquisition of 100% of the issued share capital of Million Worldwide Investment Limited and its shareholder's loan in the amount of HK\$26,899,220 at a cash consideration of HK\$20,000,000;
- (p) the sale and purchase agreement dated 29 March 2016 entered into between Lucky Famous Limited (a wholly-owned subsidiary of the Company) as purchaser and Talent Gain International Limited (an Independent Third Party) as vendor in relation to the acquisition of 51% of the issued share capital of Dragon Oriental Investment Limited at a cash consideration of HK\$17,340,000;
- (q) the sale and purchase agreement dated 13 June 2016 entered into by and among Lucky Famous Limited as purchaser, Fragrant River Entertainment Culture (Holdings) Limited ("**Fragrant River**") as vendor, Universe (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1046)) as guarantor in relation to the acquisition 51% of the issued share capital of AP Group Investment Holdings Limited 愛拼集團控股有限公司 at a consideration of HK\$20,400,000 (subject to downward adjustment) to be satisfied by the allotment and issue of 40,800,000 new Shares;

- (r) the subscription agreement dated 13 June 2016 entered into between the Company and Weluck Development Limited 永能發展有限公司 (a wholly-owned subsidiary of Fragrant River) as subscriber in relation to the subscription of 8,583,000 new Shares at a subscription price of HK\$0.50 per Share to be and allotted and issued under the general mandate of the Company;
- (s) the sale and purchase agreement dated 19 August 2016 entered into between Lucky Famous Limited (a wholly-owned subsidiary of the Company) as purchaser and Jun Yang Financial Holdings Limited 君陽金融控股有限公司 (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 397)) as vendor in relation to the acquisition of approximately 30% of the issued share capital of Jun Yang Solar Power Investment Holdings Limited 君陽光電投資控股有限公司 (“**JY Solar**”) at a cash consideration of HK\$34,500,000;
- (t) the sale and purchase agreement dated 27 September 2016 entered into between Perfect Growth as vendor and Finsoft Financial (Stock Code: 8018) as purchaser in relation to the disposal of 16,538,000 ordinary shares of China Parenting at a consideration of HK\$35,498,817 to be satisfied by the allotment and issue of 186,492,340 new shares of Finsoft Financial ;
- (u) the sale and purchase agreement dated 1 November 2016 entered into between Lucky Famous Limited (a wholly-owned subsidiary of the Company) as purchaser and Jun Yang Financial Holdings Limited 君陽金融控股有限公司 (Stock Code: 397) as vendor in relation to the acquisition of approximately 5% of the issued share capital of JY Solar at a cash consideration of HK\$5,790,000;
- (v) the equity transfer agreement dated 14 November 2016 entered into between Act Point Limited and an Independent Third Party in relation to the disposal of the entire equity interest of 深圳領袖家企業管理諮詢有限公司 (a non-wholly owned subsidiary of the Company) at a cash consideration of HK\$342,082;
- (w) the instrument of transfer and bought and sold notes dated 21 November 2016 executed by GET Financial as transferor and an Independent Third Party as transferee in relation to the transfer of 51% of the issued share capital of GEO Finance Limited at a cash consideration of HK\$825,000; and
- (x) the loan agreement dated 21 November 2016 entered into by and among the Company as lender, GEO Finance Limited as borrower and Mr. Leung as guarantor in relation to the provision of loan in the principal amount of HK\$7,545,657.53 at an interest rate of 11% per annum for a term maturing on 31 December 2017.

4. DIRECTORS' SERVICE CONTRACTS

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

5. LITIGATION

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

6. DIRECTORS' COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules, if the Directors were controlling Shareholders.

7. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

成都奧畢信息技術有限公司 (Chengdu AOBI Information Technology Co., Ltd.) (“**PRC Company**”) as licensor, Apperience Corporation, and Both Talent International Limited (“**Both Talent**”) (a subsidiary of Boom Max) as licensee, entered into the new copyright licence agreement as of 1 July 2014 in relation to the grant of licence to use the copyright of “Advanced SystemCare” (“**Copyright**”) registered in the name of the PRC Company in the PRC (“**New Copyright Licence Agreement**”) for a period from the date of the New Copyright Licence Agreement to the later of (i) the completion of registration of the assignment of the Copyright to Both Talent in the PRC; or (ii) the completion of registration of the Copyright in the name of Both Talent in the United States as part of the Group's internal reorganisation at nil consideration to rationalise the structure of business units of the Group. Since the PRC Company is owned as to 35% by Mr. Xue, an executive Director, Mr. Xue is interested in the New Copyright Licence Agreement through his shareholding in the PRC Company.

Save for the New Copyright Licence Agreement, the Boom Max Agreement (as varied and supplemented by the Boom Max Supplemental Agreement) and the issue of the convertible notes in the principal amount of HK\$43,816,465 conferring rights to Ace Source (which is wholly and beneficially owned by Mr. Xue) for shares of the Company at an initial conversion price of HK\$0.3 per share (as subsequently adjusted to HK\$1.5 per Share after the capital reorganisation of the Company becoming effective on 24 May 2016 and subject to further adjustment(s)) (the details of which are disclosed in the announcements of the Company dated 13 August 2015 and 16 September 2015 and the circular of the Company dated 23 November 2015), none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group since 31 December 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

8. GENERAL

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is at Room 1703, 17/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.
- (c) The company secretary of the Company is Mr. Lau Siu Cheong, who is a fellow member of a CPA Australia and a member of Hong Kong Institute of Certified Public Accountants.
- (d) The Company's branch share registrar and transfer office in Hong Kong is Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (e) The Company's compliance officer is Mr. Kuang Hao Kun Giovanni, who obtained a Bachelor's Degree of Economics from La Trobe University in Australia and is a member of CPA Australia.
- (f) The English text of this circular shall prevail over the Chinese text.

9. AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The audit committee members as at the date of this circular are Professor Chui Tsan Kit (Chairman), Ms. Xiao Yiming and Professor Lee T.S.. They are the independent non-executive Directors. The audit committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

Biographical information of each member of the audit committee is set out below:

Professor Chui Tsan Kit (“**Professor Chui**”), aged 47, joined the Company since April 2015. Professor Chui 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. Professor Chui 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 Co., Ltd. (State-owned securities firm in China), and the Managing Director of Zhongtai International Wealth Management Ltd. He is also an independent non-executive director of GR Properties Limited (stock code: 108), shares of which are listed on the Main Board of the Stock Exchange. In accordance with the letter of appointment entered into between the Company and Professor Chui, Professor Chui would serve as an independent non-executive Director for a term of two years commencing from 23 April 2015 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Professor Lee T.S. (“**Professor Lee**”), aged 67, joined the Company since September 2015. Professor Lee 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 also the Chair Professor at Feng China University, Taiwan. Professor Lee 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, Professor Lee would serve as an independent nonexecutive Director for a term of three years commencing from 1 September 2015 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Ms. Xiao Yiming (“**Ms. Xiao**”), aged 36, has joined the Company since January 2014. Ms. Xiao 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 the GEM of the Stock Exchange and whose subsidiaries are principally engaged in, among others, the provision of advertising and public relations services. Ms. Xiao is currently 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 retirement from office and re-election in accordance with the bye-laws of the Company.

10. DOCUMENTS AVAILABLE FOR INSPECTION

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

- (a) the memorandum of continuance and the bye-laws of the Company;
- (b) the annual reports of the Company for the two financial years ended 31 December 2014 and 2015;
- (c) the material contracts referred to in the section headed "Material Contracts" in this appendix; and
- (d) this circular.

NOTICE OF THE SGM



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 3 p.m. on Monday, 12 December 2016 at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the DX Disposals (as defined in the circular of the Company dated 24 November 2016 (“**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) and all matters in connection therewith or incidental thereto be and are hereby approved, confirmed and ratified.”
2. “**THAT** the Tianyun Disposals (as defined in the Circular) and all matters in connection therewith or incidental thereto be and are hereby approved, confirmed and ratified.”

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

Hong Kong, 24 November 2016

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place

of Business in Hong Kong:
Room 1703, 17/F
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

* *For identification purposes only*

NOTICE OF THE SGM

Notes:

1. All 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. 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 need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the board 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 Hong Kong branch share registrar and transfer office of the Company, 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 were 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 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.