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## THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in GET Holdings Limited, you should at once hand this prospectus and, if any, the accompanying Provisional Allotment Letter and Excess Application Form to the purchaser(s) or transferee(s) or bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed "16. Documents delivered to the Registrar of Companies" in Appendix III to this prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (WUMP) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

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

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

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

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

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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)**

### **RIGHTS ISSUE OF 148,149,412 RIGHTS SHARES AT HK\$0.52 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE**

**Underwriter to the Rights Issue**

**Nuada Limited**

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

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" on pages 20 to 21 of this prospectus.

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

The Shares have been dealt in on an ex-rights basis from Wednesday, 11 January 2017. Dealings in the Rights Shares in the nil-paid form are expected to take place from Tuesday, 24 January 2017 to Thursday, 2 February 2017 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter at or before 4:00 p.m. on Wednesday, 8 February 2017 (or such later time as the Underwriter may agree with the Company), the Rights Issue will not proceed. Any persons contemplating buying or selling the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares from Tuesday, 24 January 2017 to Thursday, 2 February 2017 (both days inclusive), shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

The latest time for acceptance of, and payment for, the Rights Shares is 4:00 p.m. on Tuesday, 7 February 2017. The procedures for acceptance of and payment for or transfer of the Rights Shares are set out on pages 14 to 17 of this prospectus.

20 January 2017

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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

|                            |  |
|----------------------------|--|
| “9% Loan Notes”            | the 9% per annum notes due on the second anniversary of the issue date of the notes issued by the Company in the aggregate principal amount of HK\$191,000,000, details of which are set out in the announcements of the Company dated 20 August 2015 and 15 February 2016 |
| “10% Loan Notes”           | the 10% per annum notes due on the second anniversary of the issue date of the notes issued by the Company in the aggregate principal amount of HK\$19,000,000, details of which are set out in the announcements of the Company dated 26 June 2015 and 15 December 2015   |
| “Access Magic”             | Access Magic Limited, a company incorporated in the British Virgin Islands with limited liability and an existing Shareholder which is wholly owned by Mr. Dong Yuguo, a director of certain subsidiaries of the Company   |
| “Access Magic Undertaking” | the irrevocable undertakings given by Access Magic in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes   |
| “Ace Source”               | Ace Source International Limited, a company incorporated in the British Virgin Islands with limited liability and an existing Shareholder which is wholly owned by Mr. Xue Qiushi, a director of certain subsidiaries of the Company                                       |
| “Ace Source Undertaking”   | the irrevocable undertakings given by Ace Source in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes   |
| “acting in concert”        | has the meaning as ascribed thereto in the Takeovers Code  |
| “Announcement”             | the announcement of the Company dated 21 December 2016 in relation to the Rights Issue   |
| “associate(s)”             | has the meaning ascribed thereto under the GEM Listing Rules   |
| “Board”                    | the board of Directors   |

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## DEFINITIONS

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|                              |  |
|------------------------------|--|
| “business day”               | a day (excluding Saturday and Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business |
| “CCASS”                      | the Central Clearing and Settlement System established and operated by HKSCC   |
| “close associate”            | has the meaning ascribed thereto in the GEM Listing Rules  |
| “Companies (WUMP) Ordinance” | the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)  |
| “Company”                    | GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose issued Shares are listed on GEM (Stock Code: 8100)  |
| “connected person(s)”        | has the meaning ascribed thereto in the GEM Listing Rules  |
| “Convertible Notes”          | the zero coupon convertible notes due 2017 issued by the Company to Ace Source, Access Magic, Wealthy Hope and Well Peace on 31 December 2015, the outstanding principal amount of which is, in aggregate, HK\$75,208,200 and are convertible into Shares at the prevailing conversion price of HK\$1.50 per conversion share (subject to adjustment(s)) as at the date of the Underwriting Agreement  |
| “Director(s)”                | the directors of the Company for the time being  |
| “Excess Application Form(s)” | the form(s) of application for excess Rights Shares, being in such usual form as may be agreed between the Company and the Underwriter   |

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## DEFINITIONS

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|                                |  |
|--------------------------------|--|
| “Excluded Shareholder(s)”      | the Overseas Shareholder(s), whom the Directors, based on legal opinions provided by legal advisers and on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient not to offer the Rights Shares  |
| “GEM”                          | the Growth Enterprise Market of the Stock Exchange   |
| “GEM Listing Rules”            | the Rules Governing the Listing of Securities on GEM   |
| “Group”                        | the Company and its subsidiaries   |
| “HKSCC”                        | Hong Kong Securities Clearing Company Limited  |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Independent Third Party(ies)” | a third party independent of the Company and its connected persons   |
| “Last Trading Day”             | 21 December 2016, being the date of the Announcement   |
| “Latest Practicable Date”      | 17 January 2017, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained herein   |
| “Latest Time for Acceptance”   | 4:00 p.m. on Tuesday, 7 February 2017 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for the application and payment for the Rights Shares and the application for the excess Rights Shares and if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same business day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next business day |
| “Latest Time for Termination”  | 4:00 p.m. on Wednesday, 8 February 2017, being the first business day after the Latest Time for Acceptance   |

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## DEFINITIONS

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|                                   |  |
|-----------------------------------|--|
| “Mr. Kuang”                       | Mr. Kuang Hao Kun Giovanni, an executive Director and the chairman of the Board  |
| “Mr. Kuang’s Undertaking”         | the irrevocable undertaking given by Mr. Kuang in favour of the Company and the Underwriter on 21 December 2016 in respect of his holding of the Outstanding Options   |
| “Mr. Lau”                         | Mr. Lau Siu Cheong, the company secretary and financial controller of the Company  |
| “Mr. Lau’s Undertaking”           | the irrevocable undertaking given by Mr. Lau in favour of the Company and the Underwriter on 21 December 2016 in respect of his holding of the Outstanding Options   |
| “Mr. Lee”                         | Mr. Lee Kin Fai, an executive Director   |
| “Mr. Lee’s Undertaking”           | the irrevocable undertaking given by Mr. Lee in favour of the Company and the Underwriter on 21 December 2016 in respect of his holding of the Outstanding Options   |
| “Outstanding Options”             | the share options granted by the Company under the Share Option Scheme adopted by the Company which entitle the holders thereof to subscribe for up to an aggregate of 2,462,000 Shares as at the date of the Underwriting Agreement |
| “Overseas Shareholder(s)”         | the Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) on that date is/are outside Hong Kong                              |
| “Prospectus Documents”            | this prospectus together with the Provisional Allotment Letter and the Excess Application Form   |
| “Prospectus Posting Date”         | Friday, 20 January 2017, being the date of the despatch of the Prospectus Documents  |
| “Provisional Allotment Letter(s)” | the provisional allotment letter(s) to be used in connection with the Rights Issue   |
| “Qualifying Shareholder(s)”       | Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date, other than the Excluded Shareholder(s)   |

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## DEFINITIONS

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|---------------------------|--|
| “Record Date”             | Thursday, 19 January 2017, being the date by reference to which entitlements under the Rights Issue is determined  |
| “Registrar”               | Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, being the branch share registrar and transfer office of the Company in Hong Kong   |
| “Rights Issue”            | the offer by the Company of the Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the Subscription Price pursuant to the Prospectus Documents and as contemplated under the Underwriting Agreement |
| “Rights Shares”           | 148,149,412 Shares to be allotted and issued under the Rights Issue  |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Share(s)”                | share(s) of HK\$0.01 each in share capital of the Company  |
| “Shareholder(s)”          | the holder(s) of the Shares  |
| “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   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Subscription Price”      | the issue price of HK\$0.52 per Rights Share at which the Rights Shares are proposed to be offered for subscription  |
| “substantial shareholder” | has the meaning as ascribed thereto under the GEM Listing Rules  |
| “Takeovers Code”          | the Hong Kong Code on Takeovers and Mergers  |
| “Underwriter”             | Nuada Limited 洛爾達有限公司, a company incorporated in Hong Kong and a licensed corporation to carry on business in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO                                       |



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## DEFINITIONS

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|                            |   |
|----------------------------|---|
| “Underwriting Agreement”   | the underwriting agreement dated 21 December 2016 and entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue   |
| “Underwritten Shares”      | all the Rights Shares, being 148,149,412 Rights Shares underwritten by the Underwriter under the Underwriting Agreement   |
| “Wealthy Hope”             | Wealthy Hope Limited, a company incorporated in the British Virgin Islands and an existing Shareholder which is wholly owned by Mr. Chen Liang, a director and the Co-Chief Technology Officer of a subsidiary of the Company     |
| “Wealthy Hope Undertaking” | the irrevocable undertakings given by Wealthy Hope in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes  |
| “Well Peace”               | Well Peace Global Limited, a company incorporated in the British Virgin Islands and an existing Shareholder which is wholly owned by Mr. Lian Ming, a director and the Co-Chief Technology Officer of a subsidiary of the Company |
| “Well Peace Undertaking”   | the irrevocable undertakings given by Well Peace in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes  |
| “HK\$”                     | Hong Kong dollars, the lawful currency of Hong Kong   |
| “%”                        | per cent.   |

*In this prospectus, amounts denominated in US\$ have been converted into HK\$ at the rate of US\$1 = HK\$7.76. Such exchange rate is for illustration purpose only and does not constitute representations that any amount in HK\$ or US\$ has been, could have been or may be converted at such rate.*

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## EXPECTED TIMETABLE

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The timetable for the Rights Issue and the associated trading arrangements is set out below:

| Event   | Date and time                      |
|---|------------------------------------|
|   | <b>2017</b>                        |
| First day of dealings in nil-paid Rights Shares . . . . .   | 9:00 a.m. on Tuesday, 24 January   |
| Latest time for splitting of nil-paid Rights Shares . . . . .   | 4:30 p.m. on Thursday, 26 January  |
| Latest time of dealings in nil-paid Rights Shares . . . . .   | 4:00 p.m. on Thursday, 2 February  |
| Latest Time for Acceptance and payment<br>for the Rights Shares and application<br>for excess Rights Shares . . . . .                     | 4:00 p.m. on Tuesday, 7 February   |
| Latest time for termination of<br>the Underwriting Agreement . . . . .  | 4:00 p.m. on Wednesday, 8 February |
| Announcement of results of the Rights Issue and<br>excess applications . . . . .  | Tuesday, 14 February               |
| Despatch of certificates for the fully-paid Rights Shares . . . . .   | Wednesday, 15 February             |
| Despatch of refund cheques for wholly and<br>partially unsuccessful excess applications or<br>if the Rights Issue is terminated . . . . . | Wednesday, 15 February             |
| Dealings in the fully-paid Rights Shares<br>expected to commence . . . . .  | 9:00 a.m. on Thursday, 16 February |

*Notes:*

- 1) If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same business day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next business day.
- 2) The Company has appointed China Demeter Securities Limited as an agent to provide matching services, on a best effort basis, to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on 16 February 2017 to 4:00 p.m. on 9 March 2017 (both dates inclusive). Further details are set out in the section headed “ODD LOTS ARRANGEMENT AND MATCHING SERVICES” on page 35 of this prospectus.

*All times and dates stated in this prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company and the Underwriter. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.*

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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### TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
  - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
  - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
  - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - (e) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, in Hong Kong or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (3) this prospectus in connection with the Rights Issue when published contains information (either as to the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to apply for its provisional allotment of Rights Shares under the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

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

- (1) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising on or after the date thereof and prior to the Latest Time for Termination which if it had occurred or arisen before the date thereof would have rendered any of the representations, warranties and undertakings given by the Company contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

In the event that the Underwriter exercises its rights to terminate or rescind the Underwriting Agreement as described above, the Rights Issue will not proceed.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Kuang Hao Kun Giovanni

Ms. Hung Yvonne

Mr. Lee Kin Fai

*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

20 January 2017

*To the Qualifying Shareholders*

Dear Sir or Madam

**RIGHTS ISSUE OF 148,149,412 RIGHTS SHARES  
AT HK\$0.52 PER RIGHTS SHARE ON THE BASIS OF  
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES  
HELD ON THE RECORD DATE**

**INTRODUCTION**

Reference is made to the Announcement and the announcements of the Company dated 10 January 2017 and 17 January 2017 in relation to, among other things, the Rights Issue.

\* For identification purposes only

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## LETTER FROM THE BOARD

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On 21 December 2016, the Board announced that the Company proposed to raise approximately HK\$77.0 million before expenses by issuing 148,149,412 Rights Shares at the Subscription Price of HK\$0.52 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date. The Rights Issue is fully underwritten by the Underwriter on the terms and conditions set out in the Underwriting Agreement. The Rights Issue is only available to the Qualifying Shareholders, and will not be extended to the Excluded Shareholders.

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

### RIGHTS ISSUE

#### Issue statistics

|   |   |
|---|---|
| Basis of the Rights Issue:  | One (1) Rights Share for every two (2) existing Shares held on the Record Date                            |
| Subscription Price:   | HK\$0.52 per Rights Share   |
| Number of Shares in issue<br>as at the Latest Practicable Date:   | 296,298,825 Shares  |
| Number of Shares in issue<br>as at the Record Date:               | 296,298,825 Shares  |
| Number of Rights Shares<br>to be issued:                          | 148,149,412 Shares<br><br>The aggregate nominal value of the total Rights Shares will be HK\$1,481,494.12 |
| Number of Rights Shares<br>underwritten by the Underwriter:       | 148,149,412 Rights Shares. Accordingly, the Rights Shares are fully underwritten by the Underwriter       |
| Number of Shares in issue upon<br>completion of the Rights Issue: | 444,448,237 Shares  |
| Rights in excess applications:                                    | Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment              |
| Underwriter:  | Nuada Limited 洛爾達有限公司   |
| Funds raised before expenses:                                     | Approximately HK\$77.0 million  |

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, (i) a maximum of 2,462,000 Shares, subject to adjustments, may be allotted and issued by the Company pursuant to the exercise of the Outstanding Options in full; and (ii) a maximum of 50,138,799 Shares, subject to adjustments, may be allotted and issued by the Company pursuant to the exercise of the conversion rights attaching to the Convertible Notes in full.

As one of the conditions precedent to the obligations of the Underwriter to underwrite the Underwritten Shares under the Underwriting Agreement, the Company has obtained the undertakings of all the holders of the Outstanding Options and the Convertible Notes that they will not exercise their respective subscription/conversion rights for Shares from the date of the Underwriting Agreement up to and including the date of allotment and issue of the Rights Shares in their fully-paid form. Based on 296,298,825 Shares in issue as at the Record Date, upon completion of the Rights Issue, 148,149,412 Rights Shares will be issued.

As at the Latest Practicable Date, the Board has not received any information or other undertakings from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Rights Issue.

As at the Latest Practicable Date, save as disclosed above, the Company has no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

The aggregate number of 148,149,412 Rights Shares proposed to be allotted and issued pursuant to the Rights Issue represents: (i) approximately 50% of the issued share capital of the Company as at the Record Date; and (ii) approximately 33.33% of the issued share capital of the Company as enlarged by the allotment and issue of 148,149,412 Rights Shares immediately after completion of the Rights Issue.

### **Qualifying Shareholders**

The Rights Issue will only be available to the Qualifying Shareholders. Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Company will send the Prospectus Documents to the Qualifying Shareholders.

Shareholders whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company.

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## LETTER FROM THE BOARD

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### Subscription Price

The Subscription Price is HK\$0.52 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares and, where applicable, application for the excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (a) a discount of approximately 7.1% to the closing price of HK\$0.56 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 4.9% to the theoretical ex-entitlement price of approximately HK\$0.547 based on the closing price of HK\$0.56 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (c) a discount of approximately 4.1% to the average closing price of HK\$0.542 per Share for the last five consecutive trading days immediately prior to the Last Trading Day; and
- (d) a discount of approximately 1.9% to the closing price of HK\$0.53 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to, among others, the prevailing market price of the Shares under the prevailing market conditions. Given that (i) the discount of the Subscription Price can (a) provide an incentive for the Qualifying Shareholders to subscribe for the Rights Shares; and (b) induce the Underwriter to participate in the underwriting of the Underwritten Shares; and (ii) the Company has funding needs as disclosed in the section headed "Reasons for the Rights Issue and use of proceeds" below, the Directors consider that the terms of the Rights Issue, including the Subscription Price which has been set at a discount to the recent closing prices of the Shares, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Based on the Subscription Price of HK\$0.52 per Rights Share, the gross proceeds from the Rights Issue are expected to be approximately HK\$77.0 million and the net proceeds from the Rights Issue are expected to be approximately HK\$73.0 million. After deducting all relevant expenses relating to the Rights Issue, the net price per Rights Share will be approximately HK\$0.49.



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## LETTER FROM THE BOARD

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### **Procedures for acceptance and payment for the Rights Share**

#### *Provisional Allotment Letter – Acceptance, payment and transfer*

If you are a Qualifying Shareholder, you will find the Provisional Allotment Letter enclosed with this prospectus which entitles you to apply for the number of Rights Shares in your assured entitlement shown thereon. If you wish to accept all Rights Shares provisionally allotted to you as specified in the Provisional Allotment Letter, you must complete, sign and lodge the same in accordance with the instructions printed thereon, together with the remittance for full amount payable on application with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Tuesday, 7 February 2017 (or, under bad weather conditions, such later time or date as mentioned in the section headed "Expected Timetable" in this prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**GET HOLDINGS LTD – RIGHTS ISSUE ACCOUNT**" and crossed "**Account Payee Only**".

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

If you are a Qualifying Shareholder and you wish to accept only part of your provisional allotment of Rights Shares, or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you, or to transfer all or part of your rights to more than one person, the original Provisional Allotment Letter must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Thursday, 26 January 2017 with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original Provisional Allotment Letter and issue new Provisional Allotment Letter(s) in the denominations required. The new Provisional Allotment Letters will be available for collection at the Registrar, Tricor Tengis Limited at the address above after 9:00 a.m. on the second business day after the surrender of the original Provisional Allotment Letter. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

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## LETTER FROM THE BOARD

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

All cheques or cashier's orders will be presented for payment immediately following receipt and all interests earned on such application monies (if any) will be retained for the benefit of the Company. Completion and return of the Provisional Allotment Letter with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any Provisional Allotment Letter in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event, the provisional allotment and all rights and entitlements of the thereunder will be deemed to have been declined and will be cancelled.

No receipt will be issued in respect of any Provisional Allotment Letter or any application monies received.

### *Excess Application Form – Application for excess Rights Shares*

If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign the Excess Application Form in accordance with the instructions printed thereon and lodge the same with a separate remittance for the amount payable on application in respect of the excess Rights Shares being applied for with the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Tuesday, 7 February 2017 (or, under bad weather conditions, such later time or date as mentioned in the section headed "Expected Timetable" in this prospectus). All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**GET HOLDINGS LTD – EXCESS APPLICATION ACCOUNT**" and crossed "**Account Payee Only**". No receipt will be issued in respect of any Excess Application Form or any application monies received. It should also be noted that the lodging of the Excess Application Form does not assure the Qualifying Shareholder of being allocated with any Rights Shares in excess of those of his/her/its provisional allotments.

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## LETTER FROM THE BOARD

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All cheques or banker's cashier orders will be presented for payment immediately upon receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Any Excess Application Form in respect of which the accompanying cheque and/or cashier's order is dishonoured on first presentation is liable to be rejected. Qualifying Shareholder shall pay the exact amount payable upon application for the excess Rights Shares, and underpaid application will be rejected. In the event of overpaid application, a refund cheque will be made out to the Qualifying Shareholder only if the overpaid amount is HK\$100 or above.

Where the number of excess Rights Shares applied for under the Excess Application Form is greater than the total number of Rights Shares being offered under the Rights Issue, being 148,149,412 Rights Shares, such application (other than from a nominee company) would be treated as invalid and be rejected.

The Company will notify the Qualifying Shareholders of the allotment results of the excess application for Rights Shares by way of announcement. An announcement of results of acceptance of and excess applications for the Rights Shares will be published on Tuesday, 14 February 2017. One share certificate will be issued for all Rights Shares in fully-paid form accepted by each applicant, except HKSCC Nominees Limited.

If no excess Rights Shares are allotted to a Qualifying Shareholder, the amount tendered on application is expected to be returned by refund cheque to that Qualifying Shareholder or in case of joint applicants to the first-named applicant in full by ordinary post by the Registrar at his/her/its own risk on or before Wednesday, 15 February 2017.

If the number of excess Rights Shares allotted to a Qualifying Shareholder is less than being applied for, the surplus application monies are also expected to be returned by refund cheque to that Qualifying Shareholder or in case of joint applicants to the first-named applicant by ordinary post by the Registrar at his/her/its own risk on or before Wednesday, 15 February 2017.

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

No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy itself/himself/herself as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties.

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## LETTER FROM THE BOARD

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If the Underwriter exercises the right to terminate its obligations under the Underwriting Agreement before the Latest Time for Termination and/or if any of the conditions to which the Rights Issue is subject is not fulfilled in accordance with the paragraph headed “Conditions of the Rights Issue” below, the application monies will be refunded, without interest, by sending cheques made out to the applicants (or in the case of joint applicants, to the first named applicant) and crossed “**Account Payee Only**”, through ordinary post at the risk of the applicants to the address specified in the Company’s register of members on or before Wednesday, 15 February 2017.

### **Rights of Overseas Shareholders**

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders on the Record Date may not be eligible to take part in the Rights Issue as explained below.

Based on the register of members of the Company as at the Latest Practicable Date, the Company had four Overseas Shareholders, one of which was in The People’s Republic of China (“**PRC**”), two of which were in the Cayman Islands and one of which was in the British Virgin Islands (“**BVI**”).

The Company has made enquiries pursuant to Rule 17.41(1) of the GEM Listing Rules regarding the feasibility of extending the Rights Issue to the Overseas Shareholders.

Based on the legal advice on the applicable laws of the Cayman Islands, (i) the making of the Rights Issue available to the Overseas Shareholders whose registered addresses are in the Cayman Islands and the issue of Rights Shares pursuant to the Rights Issue to the Overseas Shareholders whose registered addresses are in the Cayman Islands pursuant to the terms of the Prospectus Documents will not violate any applicable law, regulation, order or decree in the Cayman Islands; and (ii) no order, consent, approval, licence, authorisation or validation of or exemption by or filing with any government or public body or authority of the Cayman Islands or any sub-division thereof is required to authorise or is required in connection with extending the Rights Issue to the Overseas Shareholders whose registered addresses are in the Cayman Islands and the issue of the Rights Shares pursuant to the Rights Issue to the Overseas Shareholders in the Cayman Islands provided that the Rights Issue is made by the Company in Hong Kong and the Prospectus Documents will be sent to the Overseas Shareholders whose registered addresses are in the Cayman Islands solely by reason that they are existing Shareholders on the Record Date.

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## LETTER FROM THE BOARD

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Based on the legal advice on the applicable laws of the BVI, if the Rights Issue is made by the Company in Hong Kong and/or the Prospectus Documents will be sent to the Overseas Shareholders whose registered addresses are in the BVI solely by reason that they are existing Shareholders on the Record Date, there are no securities law or other similar laws in the BVI to comply with in order to enable the Company to include the Overseas Shareholders whose registered addresses are in the BVI in the Rights Issue. Based on the above, the Company will not be subject to any registration or other legal requirements or any governmental or regulatory procedures under the laws of the BVI for issuing the Rights Shares (including distributing the Prospectus Documents) to the Overseas Shareholders whose registered addresses are in the BVI.

Based on the legal advice on the applicable laws of the PRC, (i) the laws of the PRC does not prohibit the Company from extending the Rights Issue to the Overseas Shareholders (e.g. PRC individual) in the PRC; (ii) the laws of the PRC does not require the Company to obtain any approval, permission or consent of authority or regulatory body of the PRC; and (iii) it is responsibility of the Overseas Shareholders (e.g. PRC individual) in the PRC to comply with the relevant securities and foreign exchange regulations.

Based on the legal advice above, the Board decides to extend to Rights Issue to the Overseas Shareholders. Accordingly, there is no Excluded Shareholder under the Rights Issue.

It is the responsibility of the Shareholders, including the Overseas Shareholders, to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Rights Shares and to pay any taxes and duties required to be paid in such jurisdiction in connection with the taking up and onward sale of the Rights Shares. The Company will not be responsible for verifying the legal qualification of any Overseas Shareholder and/or resident and the Company shall not be obliged to issue the nil-paid Rights Shares or fully-paid Rights Shares to any such Shareholder and/or resident, if in the Company's absolute discretion issuing the nil-paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of the Cayman Islands, the BVI and the PRC.

### **Basis of provisional allotment**

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date. Application for all or part of a Qualifying Shareholder's provisional allotment should be made by completing the Provisional Allotment Letter and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

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## LETTER FROM THE BOARD

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### **Application for excess Rights Shares**

Qualifying Shareholders shall be entitled to apply for (i) any Rights Shares provisionally allotted but not taken up by the Qualifying Shareholders; and (ii) the aggregation of the fractional entitlements of the Qualifying Shareholders which are not sold in accordance with the terms and conditions of the Underwriting Agreement. Applications for the excess Rights Shares may be made by completing the Excess Application Form and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrar by no later than the Latest Time for Acceptance.

The Board will allocate the excess Rights Shares to the Qualifying Shareholders who have applied for excess application on a pro-rata basis to the excess Rights Shares applied by them, without involving allocation of any fractional Rights Share. No preference will be given to applications made for topping odd lot holdings to whole board lot holdings.

Any Rights Shares not applied for by the Qualifying Shareholders and not taken by excess application will be taken up by the Underwriter and its sub-underwriter(s) (if any) pursuant to the terms and conditions of the Underwriting Agreement.

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company.

Accordingly, Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually.

### **Status of the Rights Shares**

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

### **Fractions of the Rights Shares**

Entitlements to the Rights Issue will be rounded down to the nearest whole number. No fractional entitlements to the Rights Shares will be issued to the Qualifying Shareholders. All such fractional entitlements will be aggregated and dealt with in accordance with the terms and conditions of the Underwriting Agreement.

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## LETTER FROM THE BOARD

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### **Share certificates and refund cheques for the Rights Issue**

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares and refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be posted on or before Wednesday, 15 February 2017 to those entitled thereto by ordinary post at their own risk. If the Rights Issue is terminated, refund cheques are expected to be posted by ordinary post to the applicants at their own risk on or before Wednesday, 15 February 2017.

### **Application for listing**

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) on the Stock Exchange.

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

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

The Rights Shares (in both nil-paid and fully-paid forms) will be traded in board lots of 6,000 Shares.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon:

- (1) the Stock Exchange granting or agreeing to grant (subject to allotment) the listing of, and permission to deal in, all the Rights Shares (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date and the Stock Exchange not having withdrawn or revoked such listings and permission on or before the Latest Time for Termination;

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## LETTER FROM THE BOARD

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- (2) the filing and registration of all documents relating to the Rights Issue, which are required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (WUMP) Ordinance by no later than the Prospectus Posting Date;
- (3) the posting of the Prospectus Documents to the Qualifying Shareholders by the Prospectus Posting Date;
- (4) the delivery of the duly executed Access Magic Undertaking, Ace Source Undertaking, Wealthy Hope Undertaking, Well Peace Undertaking, Mr. Kuang's Undertaking, Mr. Lau's Undertaking and Mr. Lee's Undertaking to the Company and the Underwriter on or before the date of the Underwriting Agreement;
- (5) the compliance with and performance by (i) Access Magic of the Access Magic Undertaking; (ii) Ace Source of the Ace Source Undertaking; (iii) Wealthy Hope of the Wealthy Hope Undertaking; (iv) Well Peace of the Well Peace Undertaking; (v) Mr. Kuang of the Mr. Kuang's Undertaking; (vi) Mr. Lau of the Mr. Lau's Undertaking; and (vii) Mr. Lee of the Mr. Lee's Undertaking, up to and inclusive of the Latest Time for Acceptance; and
- (6) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination.

None of the conditions precedent as set out above is capable of being waived by any party to the Underwriting Agreement.

If the conditions precedent as set out above are not satisfied by the respective dates set out above (or such later time and/or dates as the Underwriter may agree with the Company in writing), the Underwriting Agreement shall terminate and (save in respect of any provisions relating to confidentiality and miscellaneous matters and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) no party will have any claim against any other party for costs, damages, compensation or otherwise.

As at the Latest Practicable Date, condition (4) referred to the above has been satisfied.

**Qualifying Shareholders who do not take up the Rights Shares to which they are entitled in full should note that their shareholdings in the Company will be diluted.**



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## LETTER FROM THE BOARD

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### THE UNDERWRITING AGREEMENT

The principal terms of the Underwriting Agreement are as follows:

- Date: 21 December 2016
- Parties: (1) the Company; and
- (2) Nuada Limited 洛爾達有限公司, as the Underwriter

The Underwriter is a company incorporated in Hong Kong with limited liability and a licensed corporation to carry on business in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO. As at the date of the Underwriting Agreement, the Underwriter did not hold any Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Underwriter and its ultimate beneficial owners is an Independent Third Party

Number of Underwritten Shares: The total number of Rights Shares, being 148,149,412 Rights Shares, will be fully underwritten by the Underwriter

Commission: The Company shall pay to the Underwriter a commission of 3.5% of the aggregate Subscription Price in respect of the Underwritten Shares

The commission payable to the Underwriter was determined after arm's length negotiations between the Company and the Underwriter.

Apart from the Underwriter, the Company had approached two other potential underwriters before entering into the Underwriting Agreement. The commission rate offered by the Underwriter is lower than that offered by the other potential underwriters. With a lower commission rate, expenses to be incurred by the Group in connection with the Rights Issue can be reduced. On such basis, the Directors were of the view that the terms offered by the Underwriter were more favourable. The Directors also consider that such commission rate is on normal commercial terms and is comparable with market rate

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## LETTER FROM THE BOARD

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Under the Underwriting Agreement, in the event of the Underwriter being called upon to subscribe for or procure subscribers for the Underwritten Shares not taken up (“**Untaken Shares**”):

- (1) no Untaken Shares shall be subscribed for in any jurisdiction except pursuant to an exemption from, or by a transaction not subject to, the registration requirements of the applicable securities laws of that jurisdiction;
- (2) the Underwriter shall not subscribe, for its own account, for such number of the Untaken Shares which will result in the shareholding of it and parties acting in concert with it in the Company to be 29.9% or more of the then issued share capital of the Company;
- (3) the Underwriter shall ensure that none of the subscribers of the Untaken Shares (including the Underwriter) will become a substantial shareholder of the Company as a result of such subscription and such subscriber, together with parties acting in concert with it, shall not be holding 29.9% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;
- (4) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriter), shall be third party independent of, not acting in concert with and not connected with any connected person of the Company and their respective associates and close associates;
- (5) the Underwriter shall, and shall procure the sub-underwriter(s) to, procure independent subscribers to take such number of the Underwritten Shares as necessary to ensure sufficient public float be maintained upon the allotment and issue of the Rights Shares in compliance with Rule 11.23(7) of the GEM Listing Rules;
- (6) the subscriber(s) that it or its sub-underwriter(s) procures shall not be a “US person” under the United States Securities Act of 1933; and
- (7) in the event that there is insufficient public float of the Company within the meaning of the GEM Listing Rules immediately upon the allotment and issue of the Rights Shares solely because of the Underwriter’s performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 11.23(7) of the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### Termination of the Underwriting Agreement

If, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
  - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
  - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
  - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - (e) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, in Hong Kong or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or

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## LETTER FROM THE BOARD

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- (3) this prospectus in connection with the Rights Issue when published contains information (either as to the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to apply for its provisional allotment of Rights Shares under the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

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

- (1) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising on or after the date thereof and prior to the Latest Time for Termination which if it had occurred or arisen before the date thereof would have rendered any of the representations, warranties and undertakings given by the Company contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

**In the event that the Underwriter exercises its rights to terminate or rescind the Underwriting Agreement as described above, the Rights Issue will not proceed.**

## LETTER FROM THE BOARD

### Shareholding structure of the Company

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

|   | As at the Latest Practicable Date |               | Immediately upon completion of the Rights Issue (assuming all the Rights Shares are subscribed for by the Qualifying Shareholders) |               | Immediately upon completion of the Rights Issue (assuming none of the Rights Shares is subscribed for by the Qualifying Shareholders) |               |
|---|-----------------------------------|---------------|--|---------------|---|---------------|
|   | No. of Shares                     | Approximate % | No. of Shares  | Approximate % | No. of Shares   | Approximate % |
|   |                                   |               |  |               |   |               |
| <b>Shareholders</b>                       |                                   |               |  |               |   |               |
| Weluck Development Limited<br>(Note 1)    | 49,383,000                        | 16.67         | 74,074,500   | 16.67         | 49,383,000  | 11.11         |
| Lung Chung Chi                            | 32,705,000                        | 11.04         | 49,057,500   | 11.04         | 32,705,000  | 7.36          |
| Ace Source (Note 2)                       | 30,131,060                        | 10.17         | 45,196,590   | 10.17         | 30,131,060  | 6.78          |
| Fastek Investments Limited<br>(Note 3)    | 23,720,000                        | 8.01          | 35,580,000   | 8.01          | 23,720,000  | 5.34          |
| Wise Action Limited (Note 3)              | 8,192,157                         | 2.76          | 12,288,235   | 2.76          | 8,192,157   | 1.84          |
| Access Magic (Note 4)                     | 17,934,664                        | 6.05          | 26,901,996   | 6.05          | 17,934,664  | 4.04          |
| Wealthy Hope (Note 5)                     | 1,983,658                         | 0.67          | 2,975,487  | 0.67          | 1,983,658   | 0.45          |
| Well Peace (Note 6)                       | 1,983,658                         | 0.67          | 2,975,487  | 0.67          | 1,983,658   | 0.45          |
| Underwriter or subscribers procured by it | –                                 | –             | –  | –             | 148,149,412   | 33.33         |
| Existing public Shareholders              | <u>130,265,628</u>                | <u>43.96</u>  | <u>195,398,442</u>   | <u>43.96</u>  | <u>130,265,628</u>  | <u>29.30</u>  |
| Total                                     | <u>296,298,825</u>                | <u>100.00</u> | <u>444,448,237</u>   | <u>100.00</u> | <u>444,448,237</u>  | <u>100.00</u> |

**Notes:**

- Such 49,383,000 Shares are held by Weluck Development Limited, which is wholly owned by Fragrant River Entertainment Culture (Holdings) Limited, which is in turn wholly owned by Universe International Financial Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1046). Accordingly, each of Fragrant River Entertainment Culture (Holdings) Limited and Universe International Financial Holdings Limited was deemed to be interested in the 49,383,000 Shares held by Weluck Development Limited pursuant to Part XV of the SFO.
- Ace Source is wholly and beneficially owned by Mr. Xue Qiushi, a director of certain subsidiaries of the Company.
- Wise Action Limited (“**Wise Action**”) and Fastek Investments Limited (“**Fastek**”) are wholly and beneficially owned by Rosy Lane Investments Limited. Rosy Lane Investments Limited is wholly owned by Hong Kong Education (Int’l) Investments Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1082). Each of Rosy Lane Investments Limited and Hong Kong Education (Int’l) Investments Limited was deemed to be interested in all the 31,912,157 Shares held by Wise Action and Fastek pursuant to Part XV of the SFO.
- Access Magic is wholly owned by Mr. Dong Yuguo, a director of certain subsidiaries of the Company.

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## LETTER FROM THE BOARD

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5. *Wealthy Hope is wholly owned by Mr. Chen Liang, a director and the Co-Chief Technology Officer of a subsidiary of the Company.*
6. *Well Peace is wholly owned by Mr. Lian Ming, a director and the Co-Chief Technology Officer of a subsidiary of the Company.*
7. *Pursuant to the Underwriting Agreement, in the event of the Underwriter being called upon to subscribe for or procure subscribers for the Untaken Shares:*
  - (a) *no Untaken Shares shall be subscribed for in any jurisdiction except pursuant to an exemption from, or by a transaction not subject to, the registration requirements of the applicable securities laws of that jurisdiction;*
  - (b) *the Underwriter shall not subscribe, for its own account, for such number of the Untaken Shares which will result in the shareholding of it and parties acting in concert with it in the Company to be 29.9% or more of the then issued share capital of the Company;*
  - (c) *the Underwriter shall ensure that none of the subscribers of the Untaken Shares (including the Underwriter) will become a substantial shareholder of the Company as a result of such subscription and such subscriber, together with parties acting in concert with it, shall not be holding 29.9% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;*
  - (d) *the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriter), shall be third party independent of, not acting in concert with and not connected with any connected person of the Company and their respective associates and close associates;*
  - (e) *the Underwriter shall, and shall procure the sub-underwriter(s) to, procure independent subscribers to take such number of the Underwritten Shares as necessary to ensure sufficient public float be maintained upon the allotment and issue of the Rights Shares in compliance with Rule 11.23(7) of the GEM Listing Rules;*
  - (f) *the subscriber(s) that it or its sub-underwriter(s) procures shall not be a “US person” under the United States Securities Act of 1933; and*
  - (g) *in the event that there is insufficient public float of the Company within the meaning of the GEM Listing Rules immediately upon the allotment and issue of the Rights Shares solely because of the Underwriter’s performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 11.23(7) of the GEM Listing Rules.*

### **Reasons for the Rights Issue and use of proceeds**

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) 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.

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## LETTER FROM THE BOARD

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The gross proceeds from the Rights Issue will be approximately HK\$77.0 million. The net proceeds from the Rights Issue after deducting all relevant expenses are estimated to be approximately HK\$73.0 million (the “**Net Proceeds**”).

Reference is made to the announcements of the Company dated 26 June 2015, 3 August 2015, 17 August 2015, 1 September 2015, 15 September 2015, 2 October 2015, 16 November 2015 and 15 December 2015 respectively, in relation to, among other things, the issue of the 10% Loan Notes and the announcements of the Company dated 20 August 2015, 30 September 2015, 2 November 2015, 30 November 2015, 31 December 2015 and 15 February 2016 respectively, in relation to, among other things, the issue of the 9% Loan Notes. As at the Latest Practicable Date, the outstanding principal amount of the 10% Loan Notes was approximately HK\$19.0 million and the outstanding principal amount of the 9% Loan Notes was approximately HK\$191.0 million.

Having considered the aforesaid 9% Loan Notes and 10% Loan Notes, the Board has resolved to reallocate the Net Proceeds for redeeming the outstanding principal amount and interest accrued thereon of the 10% Loan Notes in full and part of the outstanding principal amount and interest accrued thereon of the 9% Loan Notes as detailed below.

The Directors have decided to use internal resources of the Group to partially redeem the 10% Loan Note in the principal amount of HK\$9.0 million and interest accrued thereon by the end of January 2017. Upon completion of the Rights Issue, the Board will allocate approximately HK\$10.6 million from the Net Proceeds to redeem the remaining balance of the 10% Loan Notes which will mature in August 2017. The Directors expect that the Company will save interest expenses of approximately HK\$0.4 million by redeeming the remaining balance of the 10% Loan Notes ahead of their maturity.

The Board will allocate the remaining Net Proceeds of approximately HK\$62.4 million to redeem part of the outstanding principal amount and interest accrued thereon of the 9% Loan Notes which will mature in September 2017 and October 2017. The Directors expect that the Company will save interest expenses of approximately HK\$3.2 million by partially redeeming the 9% Loan Notes ahead of their maturity. The Company currently has no concrete plan to arrange other fund raising activities to redeem the remaining balance of the 9% Loan Notes.

Taking into account that (i) the Net Proceeds will be able to reduce the indebtedness of the Group generally after completion of the Rights Issue; (ii) the Board expects that the Company will save interest expenses of approximately HK\$3.6 million from redeeming the outstanding balances of the 10% Loan Notes in full and the 9% Loan Notes partially ahead of their maturity; and (iii) the Directors have allocated sufficient internal resources to develop the existing business of the Group, the Board is of the view that the application of the Net Proceeds to the redemption of the 10% Loan Notes and the 9% Loan Notes is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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The Board has considered other alternative means of fund raising before resolving to the Rights Issue, such as debt financing/bank borrowings and placing of new Shares. Debt financing/bank borrowings was not adopted since it will incur additional finance costs and increase the Group's liabilities burden. Placing of new Shares was not adopted as it would not allow the Qualifying Shareholders the equal rights to participate in the fund raising exercise and their shareholdings in the Company would be diluted without being offered an opportunity to maintain their proportionate interests in the Company.

The Company has no current concrete plan to arrange other fund raising activities in short terms for repaying existing debt or development of Company's business. However, the Directors do not rule out the possibility that the Company will raise future funds by equity issue to finance other investment opportunities if such opportunities arise or there is any change in prevailing circumstances.

Having considered that (i) the Qualifying Shareholders have the option to subscribe for the Rights Shares at their sole discretion; (ii) the Qualifying Shareholders who do not wish to take up their provisional allotments may sell their provisional allotment in the market; (iii) the Rights Issue provides an opportunity for the Qualifying Shareholders to increase their shareholding interests in the Company by acquiring additional rights entitlement in the open market (subject to the availability) or applying for excess applications for Rights Shares; (iv) the Rights Issue offers the Qualifying Shareholders an equal opportunity to participate in the enlarged capital base of the Company and enables the Qualifying Shareholders to maintain their proportionate interests in the Company and continue to participate in the future development of the Company; and (v) the Rights Issue will not increase the future finance costs of the Group, the Directors are of the view that raising funds by way of the Rights Issue is a better option over the other alternative fund-raising methods as described above.

The Board considers that the Rights Issue provides an opportunity for the Shareholders to maintain their proportionate interests in the Company. As such, the Directors consider that the Underwriting Agreement was entered into upon normal commercial terms and that the terms of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholding in the Company will be diluted. Qualifying Shareholders should also note that if they do not take up their provisional allotment in full, their shareholding in the Company will also be diluted.**



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## LETTER FROM THE BOARD

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### RISK FACTORS

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

#### **Risks which are relevant to the Group and its business**

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) 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 IT contract services.

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

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

Advanced SystemCare is the flagship product created by the Group, which is a system utility software which helps users to protect their personal computers from spyware and virus, detect and solve issues regarding computer security and performance. As the Group's major product, Advanced SystemCare has been undergoing updates and upgrades periodically. The latest version no. 10 has been formally launched in December 2016. More than 25% of the audited total turnover of the Group for the year ended 31 December 2015 was attributable to the sales of Advanced SystemCare products. If Advanced SystemCare experiences any reduction in its user base or decrease in its popularity due to intensifying competition, or the Group fails to upgrade or enhance Advanced SystemCare in a timely manner, the business, operating results and financial conditions of the Group may be significantly and adversely affected.

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## LETTER FROM THE BOARD

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***(ii) Investment in securities***

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

***(iii) Money lending business***

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

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

***(iv) Provision of insurance and mandatory provident fund schemes ("MPF Schemes")  
brokerage services***

The business may expose the Group to additional risks. For example, the Group relies on consultants to carry out the sale function of this business. Although the Group has provided suitable training to the consultants and adopted suitable guideline and policy, it is still possible that the consultants engaged by the Group, who are registered with Professional Insurance Brokers Association as technical representatives, may be involved in mis-selling in the process of negotiating and selling of contracts of insurance and, in some cases, MPF Schemes. The Group may also be exposed to compliance risk as insurance brokerage is a highly regulated industry in Hong Kong. The Group will need to incur additional costs to ensure compliance with the relevant rules and regulations. Non-compliance with such rules and regulations may result in significant penalty or other potential liabilities to the Group.

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## LETTER FROM THE BOARD

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

**(v) *Provision of corporate management solutions and IT contract services***

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

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

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

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

***Competition***

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

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## LETTER FROM THE BOARD

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

### ***Rapid technology changes***

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

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

### ***Fluctuation in consumers' demand***

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

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## LETTER FROM THE BOARD

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### ***Adverse conditions in the global economies***

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

### ***Risks relating to share price***

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

### ***Risks relating to the Rights Issue***

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

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

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## LETTER FROM THE BOARD

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### FUND RAISING ACTIVITY INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

| Date of initial announcement | Equity fund raising activity                    | Net proceeds  | Intended use of proceeds             | Actual use of proceeds   |
|------------------------------|---|---------------|--------------------------------------|--|
| 13 June 2016                 | Issue of 8,583,000 Shares under general mandate | HK\$4 million | General working capital of the Group | HK\$4 million had been used for general working capital of the Group |

Save for the above, the Company had not conducted any other equity fund raising activity in the past 12 months immediately preceding the Latest Practicable Date.

### ODD LOTS ARRANGEMENT AND MATCHING SERVICES

To alleviate the difficulties in trading odd lots of the Shares (if any) arising from the Rights Issue, the Company has appointed China Demeter Securities Limited as an agent to provide matching services, on a best effort basis, to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on 16 February 2017 to 4:00 p.m. on 9 March 2017 (both dates inclusive). Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their broker contact Mr. Chan Chi Fung of China Demeter Securities Limited at 3/F, Central 88, 88-98 Des Voeux Road Central, Central, Hong Kong (telephone number: (852) 2106 3110 or fax number: (852) 2840 1416) during such period. Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

### IMPLICATIONS UNDER THE GEM LISTING RULES

As the Company has not conducted any rights issue or open offer within the 12 month period prior to the Latest Practicable Date and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% and the Rights Issue is fully underwritten by the Underwriter who is not a Director, chief executive or substantial shareholder of the Company (or their respective close associates), pursuant to Rule 10.29 of the GEM Listing Rules, the Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### **ADJUSTMENTS RELATING TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES UPON COMPLETION OF THE RIGHTS ISSUE**

As at the Latest Practicable Date, there are (i) the Outstanding Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 2,462,000 Shares; and (ii) the Convertible Notes with the outstanding principal amount of HK\$75,208,200 which are convertible into up to 50,138,799 Shares at a prevailing conversion price of HK\$1.50 per conversion share. The Rights Issue may cause adjustments to (i) the exercise price of the Outstanding Options and/or the number of Shares to be allotted and issued upon exercise of the Outstanding Options; and (ii) conversion price and/or the number of Shares to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes. The Company will make further announcement in respect of such adjustments as and when appropriate.

### **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES**

Shareholders and potential investors should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares and the nil-paid Rights Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 24 January 2017 to Thursday, 2 February 2017 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated, the Rights Issue will not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Tuesday, 24 January 2017 to Thursday, 2 February 2017 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

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

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



**1. THREE-YEAR FINANCIAL INFORMATION**

Details of the financial information of the Group for the years ended 31 December 2013, 31 December 2014 and 31 December 2015 respectively have been set out in the Company's annual reports for the years ended 31 December 2013 (from pages 60 to 167), 31 December 2014 (from pages 62 to 195) and 31 December 2015 (from pages 70 to 203).

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

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

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

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

The audited consolidated financial statements of the Group for the year ended 31 December 2015 are set out on pages 70 to 203 of the annual report 2015 of the Company which was posted on 30 March 2016 on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below the link to the annual report 2015:

<http://www.hkexnews.hk/listedco/listconews/GEM/2016/0330/GLN20160330311.pdf>

The unaudited consolidated financial statements of the Group for the six months ended 30 June 2016 are set out on pages 3 to 41 of the interim report 2016 of the Company which was posted on 12 August 2016 on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below the link to the interim report 2016:

<http://www.hkexnews.hk/listedco/listconews/GEM/2016/0812/GLN20160812247.pdf>

The unaudited consolidated financial statements of the Group for the nine months ended 30 September 2016 are set out on pages 3 to 24 of the third quarterly report 2016 of the Company which was posted on 14 November 2016 on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below the link to the third quarterly report 2016:

<http://www.hkexnews.hk/listedco/listconews/GEM/2016/1114/GLN20161114313.pdf>

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

## 2. INDEBTEDNESS OF THE GROUP

**Borrowings**

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

|   | <i>Notes</i> | <b>Non-current<br/>portion<br/>HK\$'000</b> | <b>Current<br/>portion<br/>HK\$'000</b> | <b>Total<br/>HK\$'000</b> |
|---|--------------|---|---|---------------------------|
| <b><u>Unsecured</u></b>                                       |              |   |   |                           |
| Note payables   | <i>1</i>     | 3,000                                       | 210,482                                 | 213,482                   |
| Convertible notes   | <i>2</i>     | 71,517                                      | –                                       | 71,517                    |
| Amounts due to<br>non-controlling interest of<br>a subsidiary | <i>3</i>     | –   | 989                                     | 989                       |
| Others  |              | –   | 7                                       | 7                         |
| <b><u>Secured</u></b>   |              |   |   |                           |
| Others  | <i>4</i>     | –   | 241                                     | 241                       |
|   |              | <u>74,517</u>                               | <u>211,719</u>                          | <u>286,236</u>            |

*Notes:*

- 10% Loan 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 10% Loan Notes will mature on the second anniversary of their respective issue dates.

9% Loan 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 9% Loan 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 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 the 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, 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\$2,638,000.

#### **Pledge of assets**

At the close of business on 30 November 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\$1,004,000 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 November 2016, listed securities held by the Group with a total carrying amount of approximately HK\$216,593,000 were charged in favour of brokerage firms as collateral for the Group’s liabilities in respect of its margin trading accounts. As at 30 November 2016, the Group did not use the credit limit.

#### **Contingent liabilities**

As at 30 November 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 November 2016.

**3. WORKING CAPITAL SUFFICIENCY OF THE GROUP**

After due and careful consideration, the Directors are of the opinion that, taking into account the cash flows generated from the operating activities and 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 prospectus.

**4. MATERIAL ADVERSE CHANGE**

On 6 April 2016, the Company issued a profit warning announcement ("**First Quarter 2016 Profit Warning**") which announced that based on the preliminary review and analysis of the latest available unaudited financial information on the securities investment business of the Group, the Group was expected to record a significant decrease in profit or even a loss for the three months ended 31 March 2016 ("**First Quarter 2016 Period**") as compared to the profit of the Group of approximately HK\$36.4 million for the three months ended 31 March 2015. Based on the information currently available to the Board, such significant decrease in profit or even a loss was primarily attributable to the net unrealised loss in respect of its financial assets at fair value through profit or loss ("**FVTPL Financial Assets**") due to the volatile stock market in Hong Kong in the First Quarter 2016 Period and such net unrealised loss was estimated to be not more than HK\$75 million ("**Fair Value Loss**").

The Fair Value Loss was mainly attributable to the loss on the fair value change in the investment of Convoy Global Holdings Limited (stock code: 1019) ("**Convoy Global**") of approximately HK\$77.9 million, calculated as the decrease in its fair value between 31 December 2015 (or, as the case may be, the date of purchase during the First Quarter 2016 Period) and 31 March 2016 and to be recorded in the consolidated financial results of the Company for the First Quarter 2016 Period. For information purposes only, the loss on the fair value through profit or loss in the investment of Convoy Global was approximately HK\$20.6 million, calculated as the difference between the purchase costs and its fair value as at 31 March 2016.

On 6 May 2016, the Company issued the additional announcement to the First Quarter 2016 Profit Warning which announced that based on the then available information, apart from the factors set out in the First Quarter 2016 Profit Warning, the Group's financial performance during the First Quarter 2016 Period was also adversely affected by (i) the loss on disposal of available-for-sale financial assets (“**AFS Financial Assets**”) of approximately HK\$7.8 million during the First Quarter 2016 Period; (ii) the interest on loan notes issued by the Company incurred during the First Quarter 2016 Period of approximately HK\$4.8 million; and (iii) the decrease in segment profit of software business of the Group from approximately HK\$30 million for the three months ended 31 March 2015 to approximately HK\$20.5 million for the First Quarter 2016 Period. Coupled with all such factors, it was expected that the Group would record a loss of not more than HK\$72 million during the First Quarter 2016 Period (as compared to a profit of HK\$36.4 million in the corresponding period in 2015).

Please refer to the 2016 first quarterly report of the Company posted on 12 May 2016 for the financial results of the Group for the First Quarter 2016 Period.

On 5 July 2016, the Company issued a business update announcement regarding the performance of securities investment business segment of the Group which announced that based on the preliminary review and analysis of the latest available unaudited financial information on the securities investment business segment of the Group, the Group was expected to record a segment profit of not more than HK\$11 million on the securities investment business for the six months ended 30 June 2016 (“**Interim 2016 Period**”) as compared to the segment profit of the securities investment business of approximately HK\$19.5 million for the corresponding period in 2015, noting that the segment loss for such business segment during the First Quarter 2016 Period was approximately HK\$82 million.

On 5 August 2016, the Company issued a profit warning announcement which announced that based on the preliminary review and analysis of the latest available unaudited financial information of the Group, the Group was expected to record a net profit of not less than HK\$20 million for the Interim 2016 Period as compared to a net profit of approximately HK\$58.3 million for the corresponding period in 2015. Based on the information currently available to the Board, such significant decrease in profit was primarily attributable to the combined effects of (i) the decrease in the revenue from the software business of the Group due to keen competition in the market and fluctuation in global economy; (ii) the segment profit of approximately HK\$10.7 million contributed by the securities investment business during the Interim 2016 Period as compared with that of approximately HK\$19.5 million in the corresponding period in 2015; (iii) the segment profit of approximately HK\$3.8 million contributed by the corporate management solutions and IT contract services business as compared with that of approximately HK\$7.6 million in the corresponding period in 2015; and (iv) the increase in finance costs by HK\$11 million to approximately HK\$11.3 million (2015: approximately HK\$0.3 million) mainly as a result of the issue of loan notes by the Company during the period from April 2015 to January 2016.

Please refer to the 2016 interim report of the Company posted on 12 August 2016 for the financial results of the Group for the Interim 2016 Period.

On 4 November 2016, the Company issued a profit warning announcement which announced that based on the preliminary review and analysis of the latest available unaudited financial information of the Group, the Group was expected to record a net profit of not less than HK\$29 million for the nine months ended 30 September 2016 (“**Third Quarter 2016 Period**”) as compared to a net profit of approximately HK\$51.5 million for the corresponding period in 2015. Based on the information currently available to the Board, such significant decrease in net profit was primarily attributable to the combined effects of (i) the decrease in segment profit contributed by the software business of the Group from approximately HK\$64.4 million for the nine months ended 30 September 2015 to approximately HK\$49.8 million for the Third Quarter 2016 Period, which was due to keen competition in the market and fluctuation in global economy; and (ii) the increase in finance costs by HK\$16.3 million to approximately HK\$17 million for the Third Quarter 2016 Period (2015: approximately HK\$0.7 million) mainly as a result of the issue of loan notes by the Company during the period from April 2015 to January 2016.

Please refer to the 2016 third quarterly report of the Company posted on 14 November 2016 for the financial results of the Group for the Third Quarter 2016 Period.

On 5 January 2017, the Company issued a business update announcement regarding the performance of securities investment business segment of the Group which announced that based on the preliminary review and analysis of the latest available unaudited financial information on the securities investment business segment of the Group, the Group was expected to record a segment profit of not more than HK\$82 million on the securities investment business for the year ended 31 December 2016 as compared to the segment profit of the securities investment business of approximately HK\$49.8 million for the year ended 31 December 2015, noting that the segment loss for such business segment during the Third Quarter 2016 Period was approximately HK\$8.8 million.

Save as disclosed in the profit warning announcements of the Company dated 6 April 2016, 6 May 2016, 5 August 2016 and 4 November 2016 and the business update announcements of the Company dated 5 July 2016 and 5 January 2017, the Directors confirm that as at the Latest Practicable Date, there had been no material adverse change in the financial or trading position of the Group since 31 December 2015 (being the date to which the latest published audited financial statements of the Group were made up).

## **5. FOREIGN EXCHANGE**

During the 11 months ended 30 November 2016, the business activities of the Group were mainly denominated in Hong Kong dollars and United States dollars.

United States dollars is the main currency transacted by the Group. Since Hong Kong dollars remains pegged to the United States dollars within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollars and has not entered into any foreign exchange contract as hedging measures. The Directors did not consider that the Group was significantly exposed to any foreign currency exchange risk. Notwithstanding the above, the Group manages its foreign currency risk against other currencies by closely monitoring the movement of the foreign currency rates and may use hedging derivative, such as foreign currency forward contract, to manage its foreign currency risk as appropriate.

## 6. 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 Third Quarter 2016 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 launched version 10.0 of Advanced SystemCare in December 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 Third Quarter 2016 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 MPF Schemes brokerage business in Hong Kong) on 2 April 2014, the Group has successfully expanded its insurance and MPF Schemes brokerage business in Hong Kong. For the Third Quarter 2016 Period, the unaudited turnover and segment profit of the insurance and MPF Schemes brokerage business were approximately HK\$50.7 million and 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 Third Quarter 2016 Period amounted to approximately HK\$8.8 million. Such profit was mainly attributable to the combined effects of the fair value gain on FVTPL Financial Assets of approximately HK\$17.9 million and the loss on disposal of AFS Financial Assets of approximately HK\$7.8 million during the Third Quarter 2016 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 (Stock Code: 1019), and (ii) First Credit Finance Group Limited (“**First Credit**”) (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 Third Quarter 2016 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, representing approximately 19.8% of its total issued shares. For the Third Quarter 2016 Period, the Group recorded an unrealised gain on fair value changes of approximately HK\$169.6 million in its investment in First Credit. 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 Third Quarter 2016 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 Third Quarter 2016 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 13 June 2016, the Group entered in a sale and purchase agreement with Fragrant River Entertainment Culture (Holdings) Limited (“**Fragrant River**”) as vendor and Universe International Financial Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1046)) as guarantor in relation to the acquisition of 51% of the issued share capital of AP Group Investment Holdings Limited 愛拼集團控股有限公司 (“**AP Group**”) at a consideration of HK\$20,400,000 (subject to downward adjustments). Completion of the acquisition took place on 1 July 2016. Since the AP Group and its subsidiaries have a well-established business in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and the PRC, and the aforesaid acquisition would enable the Group to provide regular and recurring in-house training for its sales representatives in the insurance and MPF scheme brokerage business to enhance their customer service techniques and thus benefit the turnover of the Group in the long term, the Board decides to strengthen the existing education and training business of the Group by allocating approximately HK\$7 million from internal resources to expand its education and training business in Hong Kong.

On 27 September 2016, the Group entered into a sale and purchase agreement (“**SP Agreement**”) with Finsoft Financial Investments Holdings Limited (“**Finsoft**”), the shares of which are listed on GEM (Stock Code: 8018), pursuant to which the Group has conditionally agreed to sell 16,538,000 ordinary shares (“**Sale Shares**”) of China Parenting Network Holdings Limited (中國育兒網絡控股有限公司)(“**China Parenting**”), the shares of which are listed on GEM (stock code : 8361) at the consideration of HK\$35,498,817, which shall be satisfied by the allotment and issue by Finsoft of 186,492,340 new ordinary shares of par value of HK\$0.005 each of Finsoft (“**Consideration Shares**”), credited as fully paid, at the issue price of approximately HK\$0.19035 per share (“**China Parenting Disposal**”). Completion of the China Parenting Disposal took place on 16 December 2016. Upon completion of the China Parenting Disposal and as at the Latest Practicable Date, the Company held approximately 17.75% of the enlarged issued share capital of Finsoft and thus became a substantial shareholder of Finsoft. The Group may form strategic alliance with the Finsoft and its subsidiaries, particularly in the field of the provision of corporate management solutions and IT contract services, and create synergy effects to the business of the Group. Details of the China Parenting Disposal are disclosed in the announcements of the Company dated 27 September 2016, 30 September 2016 and 16 December 2016 and the circular of the Company in respect of the China Parenting Disposal 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.

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

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company has been prepared by the directors of the Company in accordance with Paragraph 13 of Appendix 1B and Paragraph 31 of Chapter 7 of the GEM Listing Rules to illustrate the effects of the Rights Issue on the unaudited consolidated net tangible assets of the Group as if the Rights Issue had taken place on 30 June 2016.

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

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group is based on the unaudited consolidated net tangible assets of the Group as at 30 June 2016 extracted from the interim report of the Group for the six months ended 30 June 2016, adjusted as described below:

| <b>Unaudited<br/>consolidated net<br/>tangible assets of<br/>the Group<br/>attributable to<br/>owners of the<br/>Company as at<br/>30 June 2016<br/>(Note 1)<br/>(approximately)<br/>HK\$'000</b> | <b>Estimated net<br/>proceeds<br/>from the<br/>Rights Issue<br/>(Note 2)<br/>(approximately)<br/>HK\$'000</b> | <b>Unaudited pro<br/>forma adjusted<br/>consolidated net<br/>tangible assets of<br/>the Group as at<br/>30 June 2016<br/>(approximately)<br/>HK\$'000</b> |
|---|---|---|
| <u>419,197</u>  | <u>73,027</u>   | <u>492,224</u>  |

Unaudited consolidated net tangible assets per Share before the completion of the Rights Issue  
(Note 3)

HK\$1.41

Unaudited pro forma adjusted consolidated net tangible assets per Share immediately after completion of the Rights Issue  
(Note 4)

HK\$1.11

*Notes:*

1. The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 June 2016 represented the unaudited consolidated net assets of the Group attributable to the owners of the Company amounted to approximately HK\$1,022,098,000 as at 30 June 2016 as extracted from the published interim report of the Group for the six months ended 30 June 2016, less intangible assets of approximately HK\$77,023,000 and goodwill of approximately HK\$525,878,000 as at 30 June 2016.
2. The estimated net proceeds from the Rights Issue is calculated based on 148,149,412 Rights Shares to be issued at the subscription price of HK\$0.52 per Rights Share (assuming no further issue of new shares or, consolidated shares or repurchase of shares on or before the Record Date) and after deduction of the estimated expenses which are directly attributable to the Rights Issue of approximately HK\$4,011,000.
3. The calculation of unaudited consolidated net tangible assets of the Group attributable to the owners of the Company per Share is based on 296,298,825 Shares in issue as at the Latest Practicable Date.
4. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after completion of the Rights Issue is calculated based on 444,448,237 Shares which comprise 296,298,825 Shares in issue as at the Latest Practicable Date and 148,149,412 Rights Shares expected to be issued on the completion of the Rights Issue.

The following significant transactions which are not directly attributable to the Rights Issue have not been reflected in the above unaudited pro forma statements of adjusted consolidated net tangible assets of the Group:

5. On 13 June 2016, the Group entered into a sale and purchase agreement to acquire 51% equity interest in AP Group Investment Holdings Limited (“AP Group”) from an independent third party, at a consideration of HK\$20,400,000 (subject to downward adjustment as determined in accordance with the sales and purchase agreement), which was settled by way of allotment and issuance of 40,800,000 ordinary shares of the Company, credited as fully paid, at an issue price of HK\$0.50 per share. Completion of the acquisition took place on 1 July 2016. Details of such acquisition are set out in the Company’s announcements dated 13 June 2016, 23 June 2016 and 1 July 2016.
6. On 19 August 2016, the Group entered into a sale and purchase agreement with Jun Yang Financial Holdings Limited (“Jun Yang”), a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 397). Pursuant to the agreement, the Group has conditionally agreed to acquire, and Jun Yang has conditionally agreed to sell 10,670 ordinary shares of Jun Yang Solar Power Investment Holdings Limited (“Jun Yang Solar”), a company incorporated in the Cayman Islands with limited liability, representing approximately 30% of the issued share capital of Jun Yang Solar, at a cash consideration of HK\$34,500,000. Jun Yang Solar and its subsidiaries are principally engaged in solar energy business with a focus on development, construction, operation and maintenance of power station projects in the People’s Republic of China. Completion of the acquisition took place on 1 September 2016. Details of such acquisition are set out in the Company’s announcements dated 19 August 2016 and 1 September 2016.

7. On 1 November 2016, the Group entered into a sale and purchase agreement in relation to the acquisition of additional approximately 5% of the issued share capital of Jun Yang Solar at the cash consideration of HK\$5,790,000 (“5% Acquisition”). Completion of the 5% Acquisition took place upon signing of the sale and purchase agreement on 1 November 2016. Immediately after completion of the 5% Acquisition, the Group held approximately 35% of the issued share capital of Jun Yang Solar.
  
8. On 27 September 2016, the Group entered into a sale and purchase agreement in relation to the disposal of 16,538,000 ordinary shares of China Parenting Network Holdings Limited to Finsoft Financial Investment Holdings Limited at a consideration of approximately HK\$35,499,000. The consideration was settled by the allotment and issuance of 186,492,340 ordinary shares of Finsoft Financial Investment Holdings Limited, credited as fully paid, at the issue price of approximately HK\$0.19035 per Consideration Share. Completion of the acquisition took place on 16 December 2016. Details of the transactions are disclosed in the Company’s announcements dated 27 September 2016, 30 September 2016 and 16 December 2016 and the Company’s circular dated 24 November 2016.

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

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



29th Floor  
Lee Garden Two  
28 Yun Ping Road  
Causeway Bay  
Hong Kong

20 January 2017

The Board of Directors  
GET Holdings Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of GET Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets as at 30 June 2016 (the “**Unaudited Pro Forma Financial Information**”) as set out in Section A of Appendix II to the prospectus issued by the Company on 20 January 2017 (the “**Prospectus**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-3.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed rights issue (“**Rights Issue**”) on the Group’s net tangible assets as at 30 June 2016 as if the transaction had been taken place at 30 June 2016. As part of this process, information about the Group’s net tangible assets has been extracted by the Directors from the Group’s condensed consolidated financial statements as included in the interim report for the six months ended 30 June 2016, on which no audit or review report has been published.

**Directors' Responsibility for the Unaudited Pro Forma Financial Information**

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

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountant's Responsibilities**

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

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 31 of Chapter 7 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

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

The purpose of Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2016 would have been as presented.

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

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

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

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

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

We make no comments regarding the reasonableness of the amount of net proceeds from the Rights Issue, the application of those net proceeds, or whether such use will actually take place as described under "Reasons for the Rights Issue and use of proceeds" set out on pages 27 to 29 of the Prospectus.

**Opinion**

In our opinion:

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

Yours faithfully,  
**RSM Hong Kong**  
*Certified Public Accountants*  
Hong Kong



## 1. RESPONSIBILITY STATEMENT

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

## 2. SHARE CAPITAL

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

(i) As at the Latest Practicable Date HK\$

*Authorised:*

|   |                       |
|---|-----------------------|
| <u>80,000,000,000</u> Shares of HK\$0.01 each | <u>800,000,000.00</u> |
|---|-----------------------|

*Issued and fully-paid:*

|  |                     |
|--|---------------------|
| <u>296,298,825</u> Shares of HK\$0.01 each | <u>2,962,988.25</u> |
|--|---------------------|

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

*Authorised:*

HK\$

|   |                       |
|---|-----------------------|
| <u>80,000,000,000</u> Shares of HK\$0.01 each | <u>800,000,000.00</u> |
|---|-----------------------|

*Issued and fully-paid:*

|   |                     |
|---|---------------------|
| 296,298,825 Shares of HK\$0.01 each   | 2,962,988.25        |
| 148,149,412 Rights Shares to be allotted and issued<br>under the Rights Issue | 1,481,494.12        |
| <u>444,448,237</u>  | <u>4,444,482.37</u> |

All the Shares in issue rank *pari passu* in all respect with each other, including, in particular, as to dividends, distribution and voting rights and return of capital. The Rights Shares when issued and fully-paid, with rank *pari passu* in all with all the Shares then in issue as at the date of allotment and issue of the Rights Shares including the right to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares. The Rights Shares to be issued will be listed on the Stock Exchange.

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

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

As at the Latest Practicable Date, (i) a maximum of 2,462,000 Shares, subject to adjustments, may be allotted and issued by the Company pursuant to the exercise of the Outstanding Options in full; and (ii) a maximum of 50,138,799 Shares, subject to adjustments, may be allotted and issued by the Company pursuant to the exercise of the conversion rights attaching to the Convertible Notes in full.

Save for the 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 Shares.

### 3. DISCLOSURE OF INTERESTS

#### (i) Interests of Directors

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

#### *Long position in the Shares and underlying Shares*

| Name of Director | Capacity         | Number of<br>underlying Shares<br>held | Approximate<br>percentage of<br>the total issued<br>share capital of<br>the Company<br>(Note 1) |
|------------------|------------------|--|---|
| Mr. Kuang        | Beneficial owner | 1,231,000<br>(Note 2)                  | 0.42%   |
| Mr. Lee          | Beneficial owner | 615,500<br>(Note 3)                    | 0.21%   |

*Notes:*

1. The total number of 296,298,825 Shares in issue as at the Latest Practicable Date has been used for the calculation for 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. Based on the Director's/Chief Executive's Notice – Interests in Shares of Listed Corporation filed by Mr. Lee dated 14 December 2016, these 615,500 underlying Shares had an exercise period from 15 July 2015 to 14 July 2018 with an exercise price of HK\$2.755 per Share.

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

**(ii) Interests of substantial Shareholders**

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

| Name                                 | Capacity                             | Number of Shares<br>and underlying<br>Shares held<br>(Note 1) | Approximate<br>percentage of the<br>total issued<br>share capital of<br>the Company | Notes |
|--------------------------------------|--------------------------------------|---|---|-------|
| Nuada Limited                        | Other                                | 148,149,412(L)  | 33.33%<br>(Note 11)   | 3     |
|                                      | Other                                | 148,149,412(S)  | 33.33%<br>(Note 11)   |       |
| Noble Dream Investments Limited      | Interest of a controlled corporation | 148,149,412(L)  | 33.33%<br>(Note 11)   | 3     |
|                                      | Interest of a controlled corporation | 148,149,412(S)  | 33.33%<br>(Note 11)   |       |
| Nuada Holdings Limited               | Interest of controlled corporations  | 148,149,412(L)  | 33.33%<br>(Note 11)   | 3     |
|                                      | Interest of controlled corporations  | 148,149,412(S)  | 33.33%<br>(Note 11)   |       |
| Winfield Investment Holdings Limited | Interest of controlled corporations  | 148,149,412(L)  | 33.33%<br>(Note 11)   | 3     |
|                                      | Interest of controlled corporations  | 148,149,412(S)  | 33.33%<br>(Note 11)   |       |

| Name   | Capacity                             | Number of Shares<br>and underlying<br>Shares held<br>(Note 1) | Approximate<br>percentage of the<br>total issued<br>share capital of<br>the Company | Notes |
|--|--------------------------------------|---|---|-------|
| Chan Kim Ling  | Interest of controlled corporations  | 148,149,412(L)  | 33.33%<br>(Note 11)   | 3     |
|  | Interest of controlled corporations  | 148,149,412(S)  | 33.33%<br>(Note 11)   |       |
| Astrum Capital Management Limited  | Other                                | 148,149,412(L)  | 33.33%<br>(Note 11)   | 4     |
| Major Harvest Investments Limited  | Interest of controlled corporations  | 148,149,412(L)  | 33.33%<br>(Note 11)   | 4     |
| Astrum Financial Holdings Limited  | Interest of controlled corporations  | 148,149,412(L)  | 33.33%<br>(Note 11)   | 4     |
| Autumn Ocean Limited   | Interest of controlled corporations  | 148,149,412(L)  | 33.33%<br>(Note 11)   | 4     |
| Pan Chik   | Interest of controlled corporations  | 148,149,412(L)  | 33.33%<br>(Note 11)   | 4     |
| Liu Ming Lai Lorna   | Interest of spouse                   | 148,149,412(L)  | 33.33%<br>(Note 11)   | 4     |
| Fastek Investments Limited (“Fastek”)  | Beneficial owner                     | 23,720,000 (L)  | 8.01%<br>(Note 2)   | 5     |
| Rosy Lane Investments Limited (“Rosy Lane”)  | Interest of controlled corporations  | 31,912,157 (L)  | 10.77%<br>(Note 2)  | 5     |
| Hong Kong Education (Int’l) Investments Limited  | Interest of controlled corporations  | 31,912,157 (L)  | 10.77%<br>(Note 2)  | 5     |
| Access Magic   | Beneficial owner                     | 35,219,879 (L)  | 11.89%<br>(Note 2)  | 6     |
| Dong Yuguo (“Mr. Dong”)  | Interest of a controlled corporation | 35,219,879 (L)  | 11.89%<br>(Note 2)  | 6,7   |
| Universe International Financial Holdings Limited (formerly known as Universe International Holdings Limited) (“Universe”) | Interest of controlled corporations  | 49,383,000 (L)  | 16.67%<br>(Note 2)  | 8     |
| Ace Source   | Beneficial owner                     | 59,342,036 (L)  | 20.03%<br>(Note 2)  | 9     |

| Name                               | Capacity                                    | Number of Shares and underlying Shares held<br>(Note 1) | Approximate percentage of the total issued share capital of the Company | Notes |
|------------------------------------|---|---|---|-------|
| Xue Qiushi (“Mr. Xue”)             | Interest of a controlled corporation        | 59,342,036(L)   | 20.03%<br>(Note 2)  | 9     |
| Lung Chung Chi                     | Beneficial owner                            | 32,705,000 (L)  | 11.04%<br>(Note 2)  |       |
| First Credit Limited               | Person having a security interest in shares | 50,138,799 (L)  | 16.92%<br>(Note 2)  | 10    |
| First Credit Finance Group Limited | Interest of controlled corporations         | 50,138,799 (L)  | 16.92%<br>(Note 2)  | 10    |

## Notes:

- “L” denotes a long position whilst letter “S” denotes a short position.
- The total number of 296,298,825 Shares in issue as at the Latest Practicable Date has been used for the calculation for the approximate percentage.
- Based on the notices of disclosure of interests of Nuada Limited, Noble Dream Investments Limited, Nuada Holdings Limited, Winfield Investment Holdings Limited and Mr. Chan Kim Ling each filed with the Stock Exchange dated 23 December 2016, Nuada Limited was interested in these 148,149,412 Shares in both long and short positions. Nuada Limited is wholly owned by Noble Dream Investments Limited, which is in turn wholly owned by Nuada Holdings Limited. Nuada Holdings Limited is owned as to 70% by Winfield Investment Holdings Limited, which is wholly owned by Mr. Chan Kim Ling. Accordingly, each of Noble Dream Investments Limited, Nuada Holdings Limited, Winfield Investment Holdings Limited and Mr. Chan Kim Ling was deemed to be interested in the Shares interested by Nuada Limited pursuant to Part XV of the SFO.
- Based on the notices of disclosure of interests of Astrum Capital Management Limited, Major Harvest Investments Limited, Astrum Financial Holdings Limited, Autumn Ocean Limited, Mr. Pan Chik and Ms. Liu Ming Lai Lorna each filed with the Stock Exchange dated 23 December 2016, Astrum Capital Management Limited was interested in these 148,149,412 Shares in long position. Astrum Capital Management Limited is wholly owned by Major Harvest Investments Limited, which is in turn wholly owned by Astrum Financial Holdings Limited, the shares of which are listed on GEM (Stock Code: 8333). Astrum Financial Holdings Limited is owned as to 66% by Autumn Ocean Limited, which is wholly owned by Mr. Pan Chik. Ms. Liu Ming Lai Lorna is the spouse of Mr. Pan Chik. Accordingly, each of Major Harvest Investments Limited, Astrum Financial Holdings Limited, Autumn Ocean Limited, Mr. Pan Chik and Ms. Liu Ming Lai Lorna was deemed to be interested in the Shares interested by Astrum Capital Management Limited pursuant to Part XV of the SFO.

5. Wise Action Limited (“**Wise Action**”) and Fastek are wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by Hong Kong Education (Int’l) Investments Limited (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 (Int’l) Investments Limited was deemed to be interested in 8,192,157 Shares and 23,720,000 Shares held by Wise Action and Fastek respectively pursuant to Part XV of the SFO.
6. Access Magic was interested in 35,219,879 Shares/underlying Shares in the capacity of beneficial owner. Among these 35,219,879 Shares/underlying Shares, 17,285,215 of which were underlying Shares.
7. Access Magic is wholly and beneficially owned by Mr. Dong, a director of some of the subsidiaries 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.
8. Based on the records of the Company and to the Directors’ best knowledge, information and belief having made all reasonable enquiries, Weluck Development Limited held 49,383,000 Shares. Weluck Development Limited is wholly owned by Fragrant River 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 and Universe was deemed to be interested in all the Shares held by Weluck Development Limited pursuant to Part XV of the SFO.
9. Ace Source was interested in 59,342,036 Shares/underlying Shares in the capacity as the beneficial owner. Among these 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. Mr. Xue is a director of Ace Source and certain subsidiaries of the Company.
10. Based on the corporate substantial shareholder notice filed on 18 November 2016 by First Credit Limited and First Credit respectively, First Credit Limited was interested in 50,138,799 underlying Shares in the capacity as person having a security interest. First Credit Limited is wholly owned by First Holdings Consortium Limited, which is in turn wholly owned by First Credit, the shares of which are listed on GEM (Stock Code: 8215). As such, each of First Holdings Consortium Limited and First Credit was deemed to be interested in all the underlying Shares held by First Credit Limited pursuant to Part XV of the SFO.
11. This percentage is calculated with reference to the total number of 444,448,237 Shares in issue upon completion of the Rights Issue.

Save as disclosed above, the Directors were not aware of any person, other than the Directors or chief executive of the Company, who, as at the Latest Practicable Date, had or was 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.

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

| Name of Shareholder           | Name of Group member                 | Capacity         | Number and class of securities              | Percentage of shareholding | Notes |
|-------------------------------|--------------------------------------|------------------|---|----------------------------|-------|
| Prosperous Glory Asia Limited | GET Mdream Wealth Management Limited | Beneficial owner | 432,352 ordinary shares of HK\$1.00 each    | 49.00%                     | 1     |
| Ace Source                    | Apperience Corporation               | Beneficial owner | 3,882,391 ordinary shares of US\$0.001 each | 18.79%                     | 2     |
| Access Magic                  | Apperience Corporation               | Beneficial owner | 2,740,511 ordinary shares of US\$0.001 each | 13.26%                     | 3     |
| Ace Source                    | Boom Max                             | Beneficial owner | 11,657 ordinary shares of US\$1.00 each     | 11.66%                     | 2     |
| Very Easy Limited             | AP Group Investment Holdings Limited | Beneficial owner | 234 ordinary shares of US\$1.00 each        | 23.40%                     | 4     |
| City Link Consultancy Limited | AP Group Investment Holdings Limited | Beneficial owner | 156 ordinary shares of US\$1.00 each        | 15.60%                     | 5     |
| Raypath Holdings Limited      | AP Group Investment Holdings Limited | Beneficial owner | 100 ordinary shares of US\$1.00 each        | 10.00%                     | 6     |

*Notes*

1. Prosperous Glory Asia Limited is wholly and beneficially owned by Mr. Poon Chun Yin, who is a former director of two subsidiaries of the Company.
2. Ace Source is wholly and beneficially owned by Mr. Xue. Mr. Xue is a director of Ace Source and certain subsidiaries of the Company.
3. Access Magic is wholly and beneficially owned by Mr. Dong, a director of certain subsidiaries of the Company.
4. Very Easy Limited is wholly and beneficially owned by Chan Sze Long. Chan Sze Long is a director of certain subsidiaries of the Company.
5. City Link Consultancy Limited is wholly and beneficially owned by Ms. Lim Wah Elsa. Ms. Lim Wah Elsa is a director of a subsidiary of the Company.



6. Raypath Holdings Limited is owned as to: (i) 40% by Mr. Poon Chun Yin; (ii) 40% by Mr. Leung Wai Hon; and (iii) 20% by Mr. Lui Hon Man. Mr. Poon Chun Yin is a former director of two subsidiaries of the Company and Mr. Leung Wai Hon is a director of certain subsidiaries of the Company.

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

As at the Latest Practicable Date, none of the Directors was 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.

#### 4. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) have been entered into by members of the Group within two years immediately preceding the date of this prospectus, 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 director of a subsidiary of the Company as at the date of the memorandum of understanding) in relation to the acquisition of 100% of the 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 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, in relation to the underwriting arrangement in respect of the proposed issue of 586,237,461 shares of the Company on the basis of three rights shares for every one share 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 Astrum Capital Management Limited 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 (“**GEO Finance**”), a company principally engaged in money lending business in Hong Kong and its key product is personal loan with subordinate property mortgage loan;
- (e) the sale and purchase agreement dated 1 April 2015 (“**Trendmode Acquisition Agreement**”) entered into between GET Financial as purchaser and Mr. Leung as vendor in relation to the Trendmode Acquisition at the maximum aggregate amount of the consideration being 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 10% Loan 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 10% Loan Notes at the placing price equal to 100% of the principal amount of the 10% Loan 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 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) (“**Bonus First**”) 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 and Well Peace 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 the Convertible Notes, and a supplemental agreement to the Boom Max Agreement dated 16 September 2015 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 9% Loan 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 9% Loan Notes at the placing price equal to 100% of the principal amount of the 9% Loan 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 Agreement 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 at a cash consideration of HK\$62,000,000;
- (n) the subscription agreement dated 31 October 2015 entered into between Lujolujo Asia Limited (“**Lujolujo**”, 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 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 (“**Lucky Famous**”) (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 and shareholder’s loan of Million Worldwide Investment Limited at a cash consideration of HK\$20,000,000;

- (p) the sale and purchase agreement dated 29 March 2016 entered into between Lucky Famous 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 as purchaser, Fragrant River as vendor and 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 of 51% of the issued share capital of AP Group 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 by the Company;
- (r) the subscription agreement dated 13 June 2016 entered into between the Company as issuer 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 by Weluck Development Limited at the subscription price of HK\$0.50 per subscription share to be 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 as purchaser and Jun Yang Financial Holdings Limited 君陽金融控股有限公司 (“**Jun Yang**”) (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 SP Agreement dated 27 September 2016 entered into between Perfect Growth Limited (a wholly-owned subsidiary of the Company) as vendor and Finsoft as purchaser in relation to the China Parenting Disposal;
- (u) the sale and purchase agreement dated 1 November 2016 entered into between Lucky Famous as purchaser and Jun Yang 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 at a cash consideration of HK\$825,000;

- (x) the loan agreement dated 21 November 2016 entered into by and among the Company as lender, GEO Finance 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; and
- (y) the Underwriting Agreement.

## **5. 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).

## **6. EXPERT AND CONSENT**

The following is the qualification of the expert who has been named in this prospectus or have given opinions, letter or advice contained in this prospectus:

| <b>Name</b>   | <b>Qualification</b>  |
|---------------|---|
| RSM Hong Kong | Certified Public Accountants, being the reporting accountant for the unaudited pro forma financial information of the Group |

RSM Hong Kong has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion therein of its advice, letter and/or reports, and reference to its name and/or logo, in the form and context in which they appear.

As at the Latest Practicable Date, RSM Hong Kong was not beneficially interested in the share capital of any member of the Group nor had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group, nor did it have any interest, either directly or indirectly, in the assets which have been acquired or disposed of by or leased to or by any members 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.

## **7. 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.

**8. COMPETING BUSINESS**

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

**9. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS**

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.

**10. MATERIAL ACQUISITIONS**

Save as disclosed below, none of the members of the Group had acquired or agreed to acquire or was proposing to acquire a business or an interest in the share capital of a company whose profits or assets make or will make a material contribution to the figures in the auditor's report of the Group as at 31 December 2015 (being the date to which the latest published audited financial statements of the Group were made up) or the next published accounts of the Group:-

- (a) pursuant to a sale and purchase agreement dated 11 March 2016 entered into between Lucky Famous as purchaser and a company incorporated in the BVI (which is an Independent Third Party) as vendor, Lucky Famous acquired the entire issued share capital in, and the loan owed by Million Worldwide Investment Limited at an aggregate consideration of HK\$20,000,000. The consideration for such acquisition was funded partly by the net proceeds raised by the Company from the rights issue of 586,237,461 rights shares at HK\$0.35 per rights share on the basis of three rights shares for every one share held on the relevant record date in accordance with the prospectus of the Company dated 22 May 2015 and partly by the internal resources of the Group. Million Worldwide Investment Limited is a company incorporated in the BVI with limited liability and principally engaged in investment holding and owns the entire issued shares of Talent Vision Limited which legally and beneficially owns a property located in Hong Kong. The aggregate of the remuneration payable to and benefits in kind receivable by the directors of Million Worldwide Investment Limited was not and will not be varied in consequence of such acquisition by the Group;

- (b) pursuant to a sale and purchase agreement dated 29 March 2016 entered into between Lucky Famous as purchaser and Talent Gain International Limited (an Independent Third Party) as vendor, Lucky Famous acquired 51% interest of Dragon Oriental Investment Limited at a consideration of HK\$17,340,000, which was funded by the Group's internal resources. Dragon Oriental Investment Limited is a company incorporated in the BVI with limited liability and principally engaged in property investment and its principal asset is a property located in Hong Kong. The aggregate of the remuneration payable to and benefits in kind receivable by the directors of Dragon Oriental Investment Limited was not and will not be varied in consequence of such acquisition by the Group;
- (c) pursuant to the sale and purchase agreement dated 13 June 2016 entered into between Lucky Famous as purchaser, Fragrant River (an Independent Third Party) as vendor and Universe (an Independent Third Party) as guarantor, Lucky Famous acquired 51% equity interest of AP Group at a consideration of HK\$20,400,000 (subject to downward adjustments), which was satisfied by the allotment and issue of 40,800,000 new Shares, credited as fully paid, at an issue price of HK\$0.50 per Share by the Company. AP Group and its subsidiaries are principally engaged in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and the PRC. The aggregate of the remuneration payable to and benefits in kind receivable by the directors of AP Group was not and will not be varied in consequence of such acquisition by the Group;
- (d) pursuant to the sale and purchase agreement dated 19 August 2016 entered into between Lucky Famous as purchaser and Jun Yang as vendor, Lucky Famous acquired approximately 30% of the issued share capital of JY Solar at a consideration of HK\$34,500,000, which was funded by the internal resources of the Group. JY Solar is a company incorporated in the Cayman Islands with limited liability and is principally engaged in investment holding. JY Solar and its subsidiaries are principally engaged in the solar energy business with a focus on development, construction, operation and maintenance of power station projects in the PRC. The aggregate of the remuneration payable to and benefits in kind receivable by the directors of JY Solar was not and will not be varied in consequence of such acquisition by the Group; and
- (e) pursuant to the SP Agreement, the Group had agreed to sell the Sale Shares to Finsoft at the consideration of HK\$35,498,817, which shall be satisfied by the allotment and issue by Finsoft of 186,492,340 Consideration Shares to the Group. The aggregate of the remuneration payable to and benefits in kind receivable by the directors of China Parenting will not be varied in consequence of such acquisition by the Group.

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

|  |  |
|--|--|
| Registered office                                    | Clarendon House<br>2 Church Street<br>Hamilton HM 11<br>Bermuda  |
| Head office and principal place of business          | Room 1703, 17/F<br>Harcourt House<br>39 Gloucester Road<br>Wanchai, Hong Kong                                      |
| Principal share registrar and transfer office        | Codan Services Limited<br>Clarendon House<br>2 Church Street<br>Hamilton HM 11<br>Bermuda                          |
| Hong Kong branch share registrar and transfer office | Tricor Tengis Limited<br>Level 22, Hopewell Centre<br>183 Queen's Road East<br>Hong Kong                           |
| Authorised representative                            | Mr. Kuang Hao Kun Giovanni<br>Mr. Lau Siu Cheong   |
| Company secretary                                    | Mr. Lau Siu Cheong, <i>CPA Australia, CPA</i>  |
| Compliance officer                                   | Mr. Kuang Hao Kun Giovanni, <i>CPA Australia</i>   |
| Underwriter  | Nuada Limited<br>Unit 1805-08, 18/F<br>OfficePlus @Sheung Wan<br>93-103 Wing Lok Street<br>Sheung Wan<br>Hong Kong |



|                                  |   |
|----------------------------------|---|
| Financial adviser to the Company | Nuada Limited<br>Unit 1805-08, 18/F,<br>OfficePlus @Sheung Wan<br>93-103 Wing Lok Street<br>Sheung Wan<br>Hong Kong   |
| Legal advisers to the Company    | <i>As to Hong Kong law</i><br>Leung & Lau<br>Units 7208–10, 72/F, The Center<br>99 Queen's Road C.<br>Central, Hong Kong  |
| Auditor                          | RSM Hong Kong<br>Certified Public Accountants<br>29th Floor, Lee Gardens Two<br>28 Yun Ping Road, Causeway Bay, Hong Kong   |
| Principal bankers                | Bank of Communications<br>Commercial Banking Centre (Kowloon South)<br>Bank of Communications Co., Limited<br>Hong Kong Branch<br>2/F., 563 Nathan Road, Kowloon, Hong Kong |

## 12. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

### Particulars of the Directors

| <b>Name</b>                | <b>Correspondence Address</b>  |
|----------------------------|--|
| <i>Executive Directors</i> |  |
| Kuang Hao Kun Giovanni     | Apartment D, 16th Floor<br>South Bay Towers<br>59 South Bay Road<br>Repulse Bay, Hong Kong |
| Hung Yvonne                | House 6E, Phoenix Path<br>Palm Springs<br>Yuen Long, New Territories<br>Hong Kong          |
| Lee Kin Fai                | Flat 5, 9/F, Block A<br>Sunway Gardens, 989 King's Road<br>Quarry Bay, Hong Kong           |

| Name                                       | Correspondence Address   |
|--|--|
| <i>Independent non-executive Directors</i> |  |
| Professor Lee T. S.                        | 27B, Block 11<br>Sea Crest Villa<br>44 Castle Peak Road<br>Tsuen Wan<br>New Territories, Hong Kong |
| Xiao Yiming                                | Room 501, Tower 2<br>West Dandian Road<br>Chaoyang District, Beijing<br>the PRC                    |
| Professor Chui Tsan Kit                    | Block B, Flat 19<br>50 Ting Yip Street<br>Ngau Tau Kok<br>Kowloon, Hong Kong                       |
| <i>Senior Management</i>                   |  |
| Lau Siu Cheong                             | Room 3401, Block C, Hong Yat Court<br>1 Tak Tin Street, Lam Tin<br>Kowloon, Hong Kong              |

***Executive Directors***

**Mr. Kuang Hao Kun Giovanni** (“**Mr. Kuang**”), aged 50, has been appointed as an executive Director, compliance officer and chairman of the Board since June 2014. He obtained a Bachelor’s Degree of Economics from LA Trobe University in Australia and is a member of CPA Australia. Mr. Kuang was appointed as a director of corporate development of the Company since October 2012 and is also the directors of some of the subsidiaries within the Group as disclosed in the table below including but not limited to Jade Fore Group Limited which holds 65.177% of the issued share capital of Boom Max International Limited, Lucky Famous Limited and Citi Profit Holdings Limited. Mr. Kuang has over 20 years of experience in investor relations and equity capital markets. In accordance with the letter of appointment entered into between the Company and Mr. Kuang, Mr. Kuang would serve as an executive Director for an initial term of 3 years commencing on 9 June 2014 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Below is the information of Mr. Kuang's directorship in the subsidiaries of the Company as at the Latest Practicable Date:

| <b>Name of the subsidiaries of the Company</b>     | <b>Date of appointment</b>   | <b>Date of resignation</b> |
|--|------------------------------|----------------------------|
| Jade Fore Group Limited                            | 25 October 2012              | –                          |
| Perfect Growth Limited                             | 5 February 2013              | –                          |
| Citi Profit Holdings Limited                       | 19 April 2013                | –                          |
| Citi Profit Finance Limited                        | 14 May 2013                  | –                          |
| Lucky Famous Limited                               | 15 May 2013                  | –                          |
| Supreme Right Development Limited                  | 7 June 2013                  | –                          |
| Both Talent International Limited                  | 24 July 2013                 | –                          |
| Mission Win International Limited                  | 2 April 2014                 | –                          |
| GET Development Limited                            | 9 July 2014                  | –                          |
| Million Worldwide Investment Limited               | 21 March 2016                | –                          |
| Talent Vision Limited                              | 21 March 2016                | –                          |
| Dragon Oriental Investment Limited ( <i>Note</i> ) | 15 May 2013<br>31 March 2016 | 30 September 2014<br>–     |

*Note:*

Mr. Kuang was first appointed as director of Dragon Oriental Investment Limited (“**Dragon Oriental**”) on 15 May 2013 and resigned with effect from 30 September 2014 due to the disposal of Dragon Oriental by the Group on the same day. Upon the acquisition of Dragon Oriental on 31 March 2016, Mr. Kuang was appointed as director on the same day.

**Ms. Hung Yvonne** (“**Ms. Hung**”), aged 47, has been appointed as an executive Director and the chief executive officer of the Company since December 2016. She has more than 10 years of experience in marketing. Prior to joining the Group, Ms. Hung has taken up various marketing positions in education, entertainment and event management industry. She was a marketing director of Delon International Film Limited, a company engaged in film trading and distribution business, from 2009 to 2015.

In accordance with the letter of appointment entered into between the Company and Ms. Hung, Ms. Hung would serve as an executive Director and the chief executive officer of the Company for an initial term of three years commencing on 13 December 2016 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

As at the Latest Practicable Date, Ms. Hung did not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Ms. Hung had been a director of certain private companies incorporated in Hong Kong, each of which was dissolved by deregistration or striking off pursuant to the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (“**Old CO**”) or, as the case may be, the current Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**New CO**”).

Ms. Hung was a director of Century Harmony Investment Limited 盛和投資有限公司 which was principally engaged in investment immediately before dissolution and dissolved by striking off pursuant to section 291 of the Old CO on 27 September 2002. She was a director of Acaciajoy Group Limited which was principally engaged in wedding and event planning immediately before dissolution and dissolved by deregistration pursuant to section 291AA of the Old CO on 23 May 2008. She was also a director of Natasha’s Workshop Limited 綺妮夢工作坊有限公司 which was principally engaged in fashion design and trading immediately prior to dissolution and dissolved by striking off pursuant to section 746 of the New CO on 4 December 2015. To the best of the knowledge and belief of Ms. Hung, each of the above companies was solvent at the time of it being dissolved by deregistration or striking off.

**Mr. Lee Kin Fai** (“**Mr. Lee**”), aged 44, has been appointed as an executive Director since December 2016. He obtained a Master’s Degree in business administration from the Manchester Business School of The University of Manchester in the United Kingdom in 2007. Mr. Lee is a fellow member of The Hong Kong Institute of Certified Public Accountants. Mr. Lee is currently the company secretary of DX.com Holdings Limited (Stock Code: 8086), whose shares are listed on GEM. Mr. Lee has been an independent non-executive director of China Demeter Investments Limited (Stock Code: 8120) since May 2013, whose shares are listed on GEM. Mr. Lee was an independent non-executive director of China Smartpay Group Holdings Limited (Stock Code: 8325) from March 2011 to May 2014 and First Credit Finance Group Limited (Stock Code: 8215) from June 2013 to July 2016, shares of which are listed on GEM. Mr. Lee is also a director of Wafer Systems (Hong Kong) Limited, a subsidiary of the Company, and the company secretary of a number of the subsidiaries of the Group. Mr. Lee was a director of corporate finance of the Company from 1 July 2016 to 13 December 2016.

***Independent non-executive Directors***

**Ms. Xiao Yiming** (“**Ms. Xiao**”), aged 36, has been appointed as an independent non-executive Director since January 2014. She is the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Board. She graduated from the Harbin Institute of Technology with a bachelor’s degree in Business Administration in Management. Ms. Xiao has over 10 years’ experience in the field of public relations. Ms. Xiao was a senior manager of investor relations of a hotel chain in China. She is currently a consultant of corporate communications and investor relations of a subsidiary (“PR Company”) of a company whose shares are listed on GEM and whose subsidiaries are principally engaged in, among others, the provision of advertising and public relations services. Ms. Xiao is also the chief representative of the Beijing Representative Office of the PR Company and is responsible for offering consulting services in corporate communications and investor relations to companies listed in Hong Kong as well as to clients in initial public offering projects. The PR Company has been providing consulting services in corporate communications and investor relations to the Group since 2012. Nevertheless, Ms. Xiao is not a director, partner or principal of the PR Company and Ms. Xiao is not or has not been involved in providing such consulting services to the Group. In accordance with the letter of appointment entered into between the Company and Ms. Xiao, Ms. Xiao would serve as an independent non-executive Director for a term of two years commencing on 2 January 2016 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

**Professor Chui Tsan Kit** (“**Professor Chui**”), aged 48, has been appointed as an independent non-executive Director since April 2015. He is 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.

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) 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 a term of two years commencing on 23 April 2015 and is subject to retirement by rotation and re-election in accordance with the bye-laws of the Company.

**Professor Lee T.S., alias, Lee Tien-sheng (“Professor Lee”)**, aged 68, has been appointed as an independent non-executive Director since September 2015. He is the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Board. He 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 (formerly known as the Department of Supply Chain 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.

#### ***Senior Management***

**Mr. Lau Siu Cheong (“Mr. Lau”)**, aged 43, has been appointed as (i) the company secretary; (ii) the authorised representative and (iii) financial controller of the Company since 1 August 2013. Mr. Lau obtained a Bachelor of Commerce (Accounting) degree from the Curtin University of Technology in 1999. He is a member of the CPA Australia and Hong Kong Institute of Certified Public Accountants. Mr. Lau has been the finance manager of the Company since January 2010 and is principally responsible for, among others, the overall financial management, financial planning and budgetary control of the Group and carrying out company secretarial functions of the Group. Mr. Lau is also the company secretary and the director of certain subsidiaries within the Group as disclosed in the table below. Mr. Lau has over 20 years of experience in finance and accounting.

Below is the subsidiaries of the Company of which Mr. Lau is a director or company secretary as at the Latest Practicable Date:

| Name of subsidiaries of the Company                | Position          | Date of appointment          | Date of resignation    |
|--|-------------------|------------------------------|------------------------|
| Profit Winner International Corporation            | director          | 11 May 2015                  | –                      |
| Service Winner Limited                             | director          | 28 May 2015                  | –                      |
| Perfect Growth Limited                             | company secretary | 5 February 2013              | –                      |
| Citi Profit Finance Limited                        | company secretary | 14 May 2013                  | –                      |
| Supreme Right Development Limited                  | company secretary | 7 June 2013                  | –                      |
| Both Talent International Limited                  | director          | 24 July 2013                 | –                      |
| GET Development Limited                            | company secretary | 9 July 2014                  | –                      |
| Talent Vision Limited                              | company secretary | 21 March 2016                | –                      |
| Dragon Oriental Investment Limited ( <i>Note</i> ) | company secretary | 15 May 2013<br>31 March 2016 | 30 September 2014<br>– |

*Note:*

Mr. Lau was first appointed as company secretary of Dragon Oriental on 15 May 2013 and resigned with effect from 30 September 2014 due to the disposal of Dragon Oriental by the Group on the same day. Upon the acquisition of Dragon Oriental on 31 March 2016, Mr. Lau was appointed as company secretary on the same day.

## 12. AUDIT COMMITTEE

The Company established an audit committee (“**Audit Committee**”) with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The members of the Audit Committee are Professor Chui (chairman), Ms. Xiao and Professor Lee. They are the independent non-executive Directors. The Audit Committee’s principal duties are to review and supervise the financial reporting process, risk management and internal control procedures of the Group.



Please refer to the paragraph headed “12. Directors and Senior Management of the Company – Particulars of the Directors” of this appendix for the biographies of the three independent non-executive Directors who are the members of the Audit Committee.

**13. GENERAL**

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.
- (b) The Company’s head office and principal place of business in Hong Kong is situated 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 member of 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 Center, 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 prospectus shall prevail over the Chinese text.

**14. EXPENSES**

The expenses in connection with the Rights Issue, including underwriting commission, financial advisory fees, printing, registration, translation, legal and accounting fees, are estimated to be approximately HK\$4.0 million and are payable by the Company.

**15. BINDING EFFECT**

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

**16. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES**

A copy of each of the Prospectus Documents and the consent letter as referred to under the paragraph headed “6. Expert and Consent” in this appendix, have been registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (WUMP) Ordinance (Chapter 32 of the Laws of Hong Kong).

**17. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours (except Saturdays and public holidays) from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m. at the office of Leung & Lau at Units 7208–10, 72nd Floor, The Center, 99 Queen’s Road C., Central, Hong Kong from the date of this prospectus up to and including 3 February 2017:

- (a) the memorandum of continuance and bye-laws of the Company;
- (b) the annual reports of the Company for the three financial years ended 31 December 2013, 2014 and 2015, the interim report of the Company for the six months ended 30 June 2016 and the third quarterly report of the Company for the nine months ended 30 September 2016;
- (c) the report on the unaudited pro forma financial information of the Group issued by RSM Hong Kong set out in Appendix II to this prospectus;
- (d) the written consent referred to in the paragraph headed “6. Expert and Consent” in this appendix;
- (e) the material contracts referred to in the paragraph headed “4. Material Contracts” in this appendix;
- (f) the two circulars of the Company both dated 24 November 2016; and
- (g) the Prospectus Documents.