
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock code: 8100)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(3) TERMINATION OF EXISTING SHARE OPTION SCHEME;
(4) PROPOSED ADOPTION OF SHARE OPTION SCHEME;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**
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A notice convening the AGM to be held at 10:00 a.m. on Tuesday, 13 June 2017 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong is set out on pages AGM-1 to AGM-7 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed herein.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 10:00 a.m. (Hong Kong time) on Sunday, 11 June 2017 or not less than 48 hours before the time appointed for holding any adjourned AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 13 June 2017 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM
“connected person”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	the persons who may be invited by the Directors to take up the Options including: (a) any eligible employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any Invested Entity; (b) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity; and

DEFINITIONS

	(c) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity
“Existing Share Option Scheme”	the existing share option scheme adopted by the Company pursuant to an ordinary resolution of the then Shareholders passed on 24 December 2007 and will expire on 24 December 2017
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to an amount equal to 20% of the total number of issued Shares as at the date of passing of the resolution numbered 5 in the notice convening the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“inside information”	has the meaning ascribed thereto in the SFO
“Invested Entity”	any entity in which any member of the Group holds any equity interest
“Latest Practicable Date”	9 May 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Offer”	an offer for the grant of an Option made in accordance with the Share Option Scheme

DEFINITIONS

“Offer Date”	the date, which must be a business day, on which an Offer is made to an Eligible Participant
“Option(s)”	as the context may require, any option(s) granted or (as the case may be) to be granted to Eligible Participant(s) to subscribe for Share(s) under the Share Option Scheme
“Option Period”	in respect of any particular Option, a period (which may not expire later than 10 years from the Offer Date of that Option) to be determined and notified by the Directors to the grantee thereof and, in the absence of such determination, from the Offer Date to the earlier of (i) the date on which such Option lapses under the provisions of the Share Option Scheme; and (ii) 10 years from the Offer Date of that Option
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares, which shall not exceed 10% of the total number of issued Shares as at the date of passing of the resolution numbered 4 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the AGM for the benefit of the Group, its employees, directors, subsidiaries and other Eligible Participants, a summary of the principal terms of which is set out in the Appendix III to this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Future Commission in Hong Kong
“Termination Date”	the date which falls 10 years after the date of adoption (subject to the passing of a resolution by Shareholders at the AGM to so approve) of the Share Option Scheme
“%”	per cent.

LETTER FROM THE BOARD



GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock code: 8100)

Executive Directors:

Ms. Hung Yvonne *(Acting Chairman and
Chief Executive Officer)*
Mr. Lee Kin Fai

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Professor Lee T.S.
Ms. Xiao Yiming
Professor Chui Tsan Kit

*Head office and principal place
of business in Hong Kong:*

Room 1703, 17/F
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

12 May 2017

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(3) TERMINATION OF EXISTING SHARE OPTION SCHEME;
AND
(4) PROPOSED ADOPTION OF SHARE OPTION SCHEME**

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding (i) the proposed grant of the Repurchase Mandate, the General Mandate

* *For identification purposes only*

LETTER FROM THE BOARD

and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; (iii) the termination of the Existing Share Option Scheme; and (iv) the proposed adoption of the Share Option Scheme.

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 23 May 2016 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares on the date of passing of such resolution (i.e. 44,444,823 Shares) assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution);
- (b) to allot, issue or deal with Shares of up to 20% of the total number of issued Shares on the date of passing of such resolution (i.e. 88,889,647 Shares) assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution); and
- (c) to extend the General Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

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

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

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 84 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. As such, Professor Lee T.S. and Professor Chui Tsan Kit will retire and each of them, being eligible, will offer himself for re-election at the AGM.

Further, pursuant to Bye-law 83(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Ms. Hung Yvonne and Mr. Lee Kin Fai were appointed by the Board and shall retire at the AGM and each of them, being eligible, will offer himself/herself for re-election at the AGM.

Particulars of Ms. Hung Yvonne, Mr. Lee Kin Fai, Professor Lee T.S. and Professor Chui Tsan Kit are set out in Appendix II to this circular.

4. TERMINATION OF EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company pursuant to an ordinary resolution of the then Shareholders passed on 24 December 2007. Pursuant to the terms of the Existing Share Option Scheme, it shall be valid and effective until 24 December 2017, being 10 years after the adoption date of the Existing Share Option Scheme. Other than the Existing Share Option Scheme, the Company currently does not maintain any other share option scheme.

Taking into account that the Existing Share Option Scheme will expire on 24 December 2017, the Board proposes to adopt the Share Option Scheme pursuant to Chapter 23 of the GEM Listing Rules and a resolution will be proposed at the AGM for the adoption of the Share Option Scheme.

Conditional upon the passing of the resolution by the Shareholders at the AGM, the Existing Share Option Scheme will be terminated and no further options shall be granted pursuant to the Existing Share Option Scheme but the Existing Share Option Scheme shall in all other respects remain in force to the extent necessary to give effect to the exercise of any outstanding options granted prior to its termination. The existing options shall continue to be valid and exercisable in accordance with the terms of the Existing Share Option Scheme.

LETTER FROM THE BOARD

5. PROPOSED ADOPTION OF SHARE OPTION SCHEME

Share Option Scheme

The Board proposes to adopt the Share Option Scheme pursuant to Chapter 23 of the GEM Listing Rules and a resolution will be proposed at the AGM for the adoption of the Share Option Scheme.

The Directors consider that the Share Option Scheme will enable the Group to reward its employees, directors and other Eligible Participants for their contributions to the Group and the Invested Entities and will assist the Group and the Invested Entities in their recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth and development of the Group and the Invested Entities. The Directors are entitled to determine any performance targets to be achieved as well as the minimum period that an Option must be held before an Option can be exercised on a case by case basis. Given that the subscription price of an Option cannot in any event fall below the price stipulated in the GEM Listing Rules or such higher price as may be fixed by the Directors, it is expected that grantees of the Options will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalise on the benefits of the Options granted.

Pursuant to the terms of the Share Option Scheme, the Board shall have the right to determine and select Eligible Participants to whom the Options shall be granted. The eligibility of any of the Eligible Participants to an Offer shall be determined by the Directors from time to time on the basis of their past and future potential contribution to the development and growth of the Group and any Invested Entity with reference to, among other matters, the role and responsibilities of the Eligible Participant, the length of service period and the contribution of the Eligible Participant as may be reflected in the performance of the Group and the Invested Entity.

As at the Latest Practicable Date, there were 444,448,237 Shares in issue. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of adoption of the Share Option Scheme, the initial maximum number of Shares that may be allotted and issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company will be 44,444,823 Shares, being approximately 10% of the Company's issued share capital as at the date of approval of the Share Option Scheme by the Shareholders at the AGM, which maximum number may however be refreshed as detailed in paragraph (3) of the Appendix III to this circular provided that the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme together with any Options outstanding and yet to be exercised under the Share Option Scheme and any other share option schemes shall not exceed 30% of the issued share capital of the Company from time to time.

LETTER FROM THE BOARD

None of the Directors is a trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee. With respect to the operation of the Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 23 of the GEM Listing Rules.

Unless otherwise determined by the Directors and stated in the Offer to a grantee, there is no performance target and no minimum period for which an Option must be held before it can be exercised under the Share Option Scheme. The subscription price for Shares on the exercise of Options under the Share Option Scheme as determined by the Board, subject to any adjustments made pursuant to the Share Option Scheme, shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

Value of Options that can be granted under the Share Option Scheme

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the Share Option Scheme as if they had been granted on the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date prior to the approval of the Share Option Scheme at the AGM will not be meaningful to the Shareholders, since the Options will be personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement to do so. In addition, the calculation of the value of the Options is based on a number of variables such as exercise price, exercise period, interest rate, expected volatility and other relevant variables. As Options have not been granted under the Share Option Scheme, certain variables are not available for calculating the value of the Options. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would even be misleading to the Shareholders.

Conditions of the adoption of the Share Option Scheme

The adoption of the Share Option Scheme is conditional upon:

- (a) the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued upon the exercise of Options in accordance with the terms and conditions of the Share Option Scheme (up to 10% of the Shares in issue as at the date of the AGM); and
- (b) the passing of the necessary resolutions of the Shareholders at the AGM to terminate the Existing Share Option Scheme and to approve and adopt the Share Option Scheme.

LETTER FROM THE BOARD

General

A summary of the principal terms of the rules of the Share Option Scheme which is proposed to be approved and adopted by the Company at the AGM is set out in the Appendix III to this circular. A copy of the rules of the Share Option Scheme is available for inspection at Units 7208–10, 72nd Floor, The Center, 99 Queen's Road C., Central, Hong Kong during normal business hours for the period from the date of this circular to 29 May 2017 (inclusive of both dates) and at the AGM.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme (up to 10% of the Shares in issue as at the date of the AGM).

As at the Latest Practicable Date, no Option had been agreed to be granted under the Share Option Scheme.

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group, and none of the Directors or their respective close associates had or might 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, as if the Directors were controlling Shareholders.

6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-7 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate, the General Mandate, the Extension Mandate, the re-election of the retiring Directors, the termination of the Existing Share Option Scheme and the adoption of the Share Option Scheme. In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the AGM.

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

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 10:00 a.m. (Hong Kong time) on Sunday, 11 June 2017 or not less than 48 hours before the time appointed for holding any adjourned AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

Closure of register of members

To ascertain a member's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 8 June 2017 to Tuesday, 13 June 2017 (both days inclusive), during which no transfer of Shares will be registered. The record date for determining the eligibility to attend the AGM will be on 7 June 2017. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. (Hong Kong time) on Wednesday, 7 June 2017.

7. RESPONSIBILITY STATEMENT

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

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

8. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate, the Extension Mandate, the re-election of the retiring Directors, the termination of the Existing Share Option Scheme and the adoption of the Share Option Scheme are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) and Appendix III (Summary of the principal terms of the rules of the Share Option Scheme) to this circular.

Yours faithfully
By Order of the Board
GET Holdings Limited
Lee Kin Fai
Executive Director

The following is an explanatory statement required by the GEM Listing Rules to be sent to all the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 444,448,237 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 444,448,237 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 44,444,823 Shares, representing approximately 10% of the number of issued Shares as at the date of the AGM.

2. REASONS FOR REPURCHASES OF SHARES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

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

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

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

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

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

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

6. UNDERTAKING

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

7. TAKEOVERS CODE IMPLICATIONS

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

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

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

8. GENERAL

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

9. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in the last 12 months are as follows:

Month	Highest HK\$	Lowest HK\$
2016		
May	0.578	0.435
June	0.543	0.346
July	0.523	0.454
August	0.494	0.410
September	0.543	0.430
October	0.652	0.474
November	0.632	0.553
December	0.602	0.489
2017		
January	0.553	0.480
February	0.790	0.480
March	0.800	0.600
April	0.680	0.590
May (up to the Latest Practicable Date)	0.630	0.600

Note: As regards share prices on or before 24 May 2016, the quoted prices were adjusted taking into account the effect of the capital reorganisation as described in the circular of the Company dated 20 April 2016. As regards share prices on or before 15 February 2017, the quoted prices were adjusted taking into account the effect of the rights issue as described in the prospectus of the Company dated 20 January 2017.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The following are the particulars of Ms. Hung Yvonne, Mr. Lee Kin Fai, Professor Lee T.S. and Professor Chui Tsan Kit, all of whom will retire by rotation at the AGM and being eligible, will offer themselves for re-election.

EXECUTIVE DIRECTORS

(1) Ms. Hung Yvonne (“Ms. Hung”)

Ms. Hung, aged 47, has been appointed as an executive Director and the chief executive officer of the Company since December 2016. She is also the Acting Chairman of the Board. 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. Ms. Hung is currently an executive director of China Candy Holdings Limited (Stock Code: 8182), whose shares are listed on GEM.

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. Ms. Hung is entitled to a salary of HK\$120,000 per annum which is determined by the Board with reference to her background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Hung was not interested in any 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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

As at the Latest Practicable Date, save as disclosed above, Ms. Hung (i) did not hold any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) did not hold other positions with the Company or other members of the Group.

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

(2) Mr. Lee Kin Fai (“Mr. Lee”)

Mr. Lee, aged 44, has been appointed as an executive Director since December 2016. Mr. Lee is also the compliance officer and an authorised representative of the Company for the purpose of the GEM Listing Rules. 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 Financial 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.

In accordance with the letter of appointment entered into between the Company and Mr. Lee, Mr. Lee would serve as an executive Director 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. Mr. Lee is entitled to a salary of HK\$60,000 per month which is determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lee was interested in option granted by the Company under the Existing Share Option Scheme which entitles him to subscribe for 623,193 Shares at an exercise price of HK\$2.721 per Share with an exercise period from 15 July 2015 to 14 July 2018. Save as disclosed, Mr. Lee did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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Mr. Lee was a director of LCH Consultancy Limited 利駿行顧問有限公司, a private company incorporated in Hong Kong, which was dissolved by deregistration pursuant to section 291AA of the Old CO on 10 September 2004. LCH Consultancy Limited 利駿行顧問有限公司 was principally engaged in consultancy business immediately before dissolution. To the best of the knowledge and belief of Mr. Lee, LCH Consultancy Limited 利駿行顧問有限公司 was solvent at the time of it being dissolved by deregistration.

As at the Latest Practicable Date, save as disclosed above, Mr. Lee (i) did not hold any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) did not hold other positions with the Company or other members of the Group.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

(1) Professor Lee T.S., alias, Lee Tien-sheng (“Professor Lee”)

Professor Lee, aged 68, joined the Company since September 2015. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Board. Professor Lee obtained a Bachelor of Science Degree in Electronic Engineering and a Master of Science Degree in Management Science from The Chiao-Tung University, Taiwan, a Master of Business Administration Degree and a Doctor of Philosophy Degree in Operations Management from The University of Missouri-Columbia, the United States of America. He was the Chairman and Associate Professor of Management at The University of Utah, the United States of America, a Senior Lecturer, Professor and the Chairman of the Department of Decision Sciences & Managerial Economics at The Chinese University of Hong Kong and a Professor and the Dean of the Faculty of Business Administration at The Chinese University of Hong Kong. He was the Vice-President (Academic & Research), Professor and Programme Director and the Head of the Department of Supply Chain and Information Management at The Hang Seng Management College, Hong Kong. He is currently the Professor Emeritus of the Department of Supply Chain and Information Management at The Hang Seng Management College, Hong Kong. He is also the Chair Professor at Feng China University, Taiwan. He is certified in Production and Inventory Management and a member of Beta Gamma Sigma. Professor Lee is currently an independent non-executive director of Embry Holdings Limited (Stock Code: 1388) whose shares are listed on the Main Board of the Stock Exchange.

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

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

re-election in accordance with the Bye-laws of the Company. Professor Lee is entitled to a director's fee of HK\$120,000 per annum which is determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Professor Lee was not interested in any shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Professor Lee (i) did not hold any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) did not hold other positions with the Company or other members of the Group.

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

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

Professor Chui, aged 48, joined the Company since April 2015. Professor Chui is also the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Board. Professor Chui obtained a Postgraduate Diploma in Finance (with Distinction) from The Chinese University of Hong Kong, a Master of Business Administration Degree from The Chinese University of Hong Kong, a Master of Science Degree in Engineering (Electronic Commerce) from The University of Hong Kong, a Master of Science Degree in Investment Management from The Hong Kong University of Science and Technology and a Master of Laws Degree in Chinese Business Law from The Chinese University of Hong Kong. He is also a Certified Financial Consultant of The Institute of Financial Consultants and a Chartered Wealth Manager of the International Academy of Financial Management. He was an honorary assistant professor of the Department of Computer Science, Faculty of Engineering at The University of Hong Kong and an adjunct associate professor of the Department of Marketing, Faculty of Business Administration at The Chinese University of Hong Kong. Professor Chui was the director of Investment Services of ICBC International Holdings Limited, a wholly-owned subsidiary of Industrial and Commercial Bank of China Limited (Stock Code: 1398) whose shares are listed on the Main Board of the Stock Exchange from January 2010 to December 2010. Professor Chui was the Head of Warrant Marketing of Bank of China (HK) Ltd, a wholly-owned subsidiary of BOC Hong Kong (Holdings) Limited (Stock Code: 2388) whose shares are listed on the Main Board of the Stock Exchange from October 2007 to February 2009. He was also the Head of Wealth Management of China Galaxy International Financial Holdings Company Limited and the Chief Executive Officer of China Galaxy International Wealth Management (Hong Kong) Co., Limited, both being wholly-owned subsidiaries of China Galaxy

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
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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 whollyowned subsidiary of Zhongtai Securities Co., Ltd. (State-owned securities firm in China), and the Managing Director of Zhongtai International Wealth Management Ltd. He is also an independent non-executive director of GR Properties Limited (stock code: 108), shares of which are listed on the Main Board of the Stock Exchange. Professor Chui was appointed as the Chief Operating Officer of Dakin Securities Limited on 3 April 2017.

In accordance with the letter of appointment entered into between the Company and Professor Chui, Professor Chui would serve as an independent non-executive Director for a term of three years commencing on 23 April 2017 and is subject to retirement from office and re-election in accordance with the Bye-laws of the Company. Professor Chui is entitled to a director's fee of HK\$120,000 per annum which is determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Professor Chui was not interested in any shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, Professor Chui (i) did not hold any other major appointment and qualifications or directorship in other listed company in the last three years; (ii) did not have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) did not hold other positions with the Company or other members of the Group.

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

The following is a summary of the principal terms of the Share Option Scheme proposed to be adopted at the AGM:

(1) PURPOSE OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is to enable the Company to grant Options to the Eligible Participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity.

(2) WHO MAY JOIN

The Directors (which expression shall, for the purpose of this Appendix, include a duly authorised committee thereof) may subject to the provisions of the Share Option Scheme and the GEM Listing Rules, invite any person belonging to any of the following classes of Eligible Participants, to take up Options to subscribe for Shares:

- (a) any eligible employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- (b) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity; and
- (c) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity.

and, for the purposes of the Share Option Scheme, the Options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of Eligible Participants or any discretionary object of an Eligible Participant which is a discretionary trust. For the avoidance of doubt, the grant of any options by the Company for the subscription of Shares or other securities of the Group to any person who fall within any of the above classes of Eligible Participants shall not, by itself, unless the Directors otherwise determined, be construed as a grant of Option under the Share Option Scheme.

The basis of eligibility of any of the Eligible Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his past and future potential contribution to the development and growth of the Group and any Invested Entity with reference to, among other matters, the role and responsibilities of the Eligible Participant, the length of service period and the contribution of the Eligible Participant as may be reflected in the performance of the Group and the Invested Entity.

(3) MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

- (a) The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company (or the subsidiaries) in issue from time to time.
- (b) The total number of Shares which may be allotted and issued upon exercise of all Options (excluding, for this purpose, Options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue on the day on which the Share Option Scheme is approved at the AGM, which is 44,444,823 Shares (assuming there will be no change in the number of issued Shares between the Latest Practicable Date and the date of approval of the Share Option Scheme at the AGM) (“**General Scheme Limit**”).
- (c) Subject to (a) above and without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit and for the purpose of calculating the refreshed limit, Options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) previously granted under the Share Option Scheme and any other share option scheme of the Group will not be counted. The circular to be sent by the Company to the Shareholders shall contain, among other information, the information required under Rule 23.02(2)(d) of the GEM Listing Rules and the disclaimer required under Rule 23.02(4) of the GEM Listing Rules.
- (d) Subject to (a) above and without prejudice to (c) above, the Company may seek separate Shareholders’ approval in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (c) above to Eligible Participants specifically identified by the Company before such approval is sought. In such event, the Company must send a circular to the Shareholders containing a general description of the specified participants, the number and terms of Options to be granted, the purpose of granting Options to the specified participants with an explanation as to how the terms of the Options serve such purpose and such other information required under Rule 23.02(2)(d) of the GEM Listing Rules and the disclaimer required under Rule 23.02(4) of the GEM Listing Rules.

(4) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding Options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (“**Individual Limit**”). Any further grant of Options under the Share Option Scheme and any other share option scheme of the Group (including exercised, cancelled and outstanding Options) to each participant in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular (which will contain the identity of the relevant participant and the number and terms of the options previously granted to such participant) to the Shareholders and the Shareholders’ approval in general meeting of the Company with such participant and his close associates (or his associates if the participant is a connected person) abstaining from voting. The number and terms (including the exercise price) of the Options to be granted to such participant must be fixed before Shareholders’ approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 23.03(9) of the GEM Listing Rules.

(5) GRANT OF OPTIONS TO CONNECTED PERSONS

- (a) Any grant of Options under the Share Option Scheme to a Director, chief executive of the Company or substantial Shareholder, or any of their respective associates must be approved by independent non-executive Directors (excluding independent non-executive Director who or whose associate is the proposed grantee of the Options).
- (b) Where any grant of Options to a substantial Shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
 - (i) representing in aggregate over 0.1% of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million;

such further grant of Options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders containing, among other things, information required under Rule 23.04(3) of the GEM Listing Rules. The grantee, his associates and all core connected persons (as defined in the GEM Listing Rules) of the Company must abstain from voting at such general meeting. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Any change in the terms of

Options granted to a substantial Shareholder or an independent non-executive Director or any of their respective associates must be approved by the independent Shareholders in general meeting.

(6) TIME OF ACCEPTANCE OF AN OFFER OF THE GRANT OF OPTION AND EXERCISE OF OPTION

An Offer may be accepted by an Eligible Participant within such time as may be specified in the Offer (which shall not be later than 21 days from the Offer Date) and the Option in respect of the number of Shares in respect of which the Offer was so accepted will be deemed to have been granted on the Offer Date.

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day upon which the grant of Options is but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof.

(7) MINIMUM PERIOD AND PERFORMANCE TARGETS

Unless otherwise determined by the Directors and stated in the Offer to a grantee, a grantee is not required to hold an Option for any minimum period nor achieve any performance targets before any Options granted under the Share Option Scheme can be exercised.

(8) SUBSCRIPTION PRICE FOR SHARES

The subscription price for Shares under the Share Option Scheme shall, subject to any adjustments made pursuant to the Share Option Scheme, be a price determined by the Directors, but shall be at least the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share. A nominal consideration of HK\$1.00 is payable to the Company on acceptance of the grant of an Option.

The subscription price is subject to adjustments to be made in accordance with the Share Option Scheme.

(9) RANKING OF SHARES

- (a) Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Bye-laws and will rank *pari passu* in all respects with the then existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members ("**Exercise Date**") and accordingly will entitle the holders thereof to participate in all dividends or other

distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be before the Exercise Date. No dividends (including distributions made upon the liquidation of the Company) will be payable and no voting rights will be exercisable in relation to an Option that has not been exercised. A Share issued and allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the grantee on the register of members of the Company as the holder thereof.

- (b) Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, re-classification or reconstruction of the share capital of the Company from time to time.

(10) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

For so long as the Shares are listed on the Stock Exchange, the Company may not grant any Options after inside information has come to its knowledge until it has announced the information. In particular, the Company may not grant any Option during the period commencing one month immediately before the earlier of (a) the date of the meeting of the Directors (as such date is first notified to the Stock Exchange under the GEM Listing Rules) for approving the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the GEM Listing Rules), and (b) the last date on which the Company must announce its results for any year, half-year, quarterly or any other interim period (whether or not required under the GEM Listing Rules), including any period of delay in publishing the results announcement and ending on the date of the results announcement. The Directors may not make any Offer to an Eligible Participant who is subject to the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company during the period or times in which such Eligible Participants is prohibited from dealing in Shares pursuant to such code.

(11) PERIOD OF THE SHARE OPTION SCHEME

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted.

(12) RIGHTS ON CEASING EMPLOYMENT

If the grantee of an Option is an eligible employee and ceases to be an eligible employee for any reason other than death, ill-health or retirement in accordance with his contract of employment or for persistent or serious misconduct or other grounds referred to in sub-paragraph (15) below before exercising his Option in full, the Option (to the extent not already exercised) will lapse on the date of cessation and will not be exercisable unless the Directors otherwise determine in which event the grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine

following the date of such cessation, which will be taken to be the last day on which the grantee was at work with the Group or the Invested Entity whether salary is paid in lieu of notice or not.

Eligible employee means any employee (whether full time or part time employee, including any executive director but not any non-executive director) of the Company, any of its subsidiaries or any Invested Entity.

(13) RIGHTS ON DEATH, ILL-HEALTH OR RETIREMENT

If the grantee of an Option is an eligible employee and ceases to be an eligible employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the Option in full, his personal representative(s), or, as appropriate, the grantee may exercise the Option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation which date shall be the last day on which the grantee was at work with the Group or the Invested Entity whether salary is paid in lieu of notice or not or such longer period as the Directors may determine.

(14) RIGHTS ON DISMISSAL

If the grantee of an Option is an eligible employee and ceases to be an eligible employee by reason that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Group or the Invested Entity into disrepute), or (if so determined by the Directors) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the eligible employee's service contract with the Company or the relevant subsidiary of the Company or the relevant Invested Entity, his Option will lapse automatically and will not in any event be exercisable on or after the date of cessation to be an eligible employee.

(15) RIGHTS ON BREACH OF CONTRACT

If the Directors shall at their absolute discretion determine that (a)(i) the grantee of any Option (other than an eligible employee) or his associate has committed any breach of any contract entered into between the grantee or his associate on the one part and the Group or any Invested Entity on the other part; or (ii) that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or (iii) the grantee could no longer make any contribution to the growth and development of the Group by reason of the cessation of his relations with the Group or by other reason whatsoever; and (b) the Option granted to the grantee under the Share Option scheme shall lapse, his Option will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

(16) RIGHTS ON A GENERAL OFFER, A COMPROMISE OR ARRANGEMENT

If a general or partial offer, whether by way of take-over offer, share repurchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, a grantee shall be entitled to exercise his Option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his Option at any time up to the close of such offer (or any revised offer) or the record date for entitlement under the scheme of arrangement. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

In the event of a compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and the Shareholders (or any class of them), in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it gives notice of the meeting to the Shareholders or creditors to consider such scheme or arrangement, and thereupon any grantee may forthwith and until the expiry of the period commencing on such date and ending with the earlier the date falling two calendar months thereafter or the date on which such compromise or arrangement is sanctioned by the Court be entitled to exercise his Option (to the extent not already exercised), but the exercise of the Option shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. The Company may thereafter require such grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his Option so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date the proposed compromise or arrangement becomes effective.

(17) RIGHTS ON WINDING UP

In the event of a resolution being proposed for the voluntary winding-up of the Company during the Option Period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time not less than two business days prior to the date on which such resolution is to be considered and/or passed, exercise his Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the Share Option Scheme and the Company shall allot and issue to the

grantee the Shares in respect of which such grantee has exercised his Option not less than one business day before the date on which such resolution is to be considered and/or passed whereupon the grantee shall accordingly be entitled, in respect of the Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the holders of the Shares in issue on the day prior to the date of such resolution. Subject thereto, all Options then outstanding shall lapse and determine on the commencement of the winding-up of the Company.

(18) GRANTEE BEING A COMPANY WHOLLY OWNED BY ELIGIBLE PARTICIPANTS

If the grantee is a company wholly owned by one or more Eligible Participants:

- (a) paragraphs (12), (13), (14) and (15) shall apply to the grantee and to the Options to such grantee, *mutatis mutandis*, as if such Options had been granted to the relevant Eligible Participant, and such Options shall accordingly lapse or fall to be exercisable after the event(s) referred to in paragraphs (12), (13), (14) and (15) shall occur with respect to the relevant Eligible Participant; and
- (b) the Options granted to the grantee shall lapse and determine on the date the grantee ceases to be wholly owned by the relevant Eligible Participant provided that the Directors may in their absolute discretion decide that such Options or any part thereof shall not so lapse or determine subject to such conditions or limitations as they may impose.

(19) ADJUSTMENTS TO THE SUBSCRIPTION PRICE

In the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of capital of the Company whilst an Option remains exercisable or the Share Option Scheme remains in effect, such corresponding alterations (if any) certified by the auditors of the Company for the time being or an independent financial adviser to the Company as fair and reasonable will be made to the number or nominal amount of Shares, the subject matter of the Share Option Scheme and the Option so far as unexercised and/or the exercise price of the Option concerned, provided that (i) any adjustments shall give a grantee the same proportion of the issued share capital to which he was entitled prior to such alteration; (ii) the issue of Shares or other securities of the Group as consideration in a transaction may not be regarded as a circumstance requiring adjustment; and (iii) no alteration shall be made the effect of which would be to enable a Share to be issued at less than its nominal value, and in each case, any adjustment must be made in compliance with the GEM Listing Rules and such rules, codes and guidance notes of the Stock Exchange from time to time. In addition, in respect of any such adjustments, other than any adjustment made on a capitalisation issue, such auditors or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provision of the GEM Listing Rules.

Unless otherwise stipulated by the applicable laws, the effective date of any adjustment in accordance with the provisions of the Share Option Scheme shall be the triggering event effective date, which for this purpose, shall refer to, in respect of each relevant event resulting in alteration in the capital structure of the Company referred to above, the day on which the Shares relating to such event are allotted or, as the case may be, created.

(20) CANCELLATION OF OPTIONS

Save as the breach of paragraph (22) and subject to Chapter 23 of the GEM Listing Rules, any cancellation of Options granted but not exercised must be subject to the consent of the relevant grantee and the approval of the Directors.

When the Company cancels any Option granted to a grantee but not exercised and issues new Options to the same grantee, the issue of such new Option(s) may only be made with available unissued Options (excluding the Options so cancelled) within the General Scheme Limit or the new limits approved by the Shareholders pursuant to sub-paragraphs (3)(c) and (d) above.

(21) TERMINATION OF THE SHARE OPTION SCHEME

The Company may by resolution in general meeting at any time terminate the Share Option Scheme and in such event no further Options shall be offered but in all other respects the provisions of the Share Option Scheme shall remain in force and effect in all other respects to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(22) RIGHTS ARE PERSONAL TO THE GRANTEE

An Option is personal to the grantee and shall not be transferable or assignable.

(23) LAPSE OF OPTION

An Option shall lapse automatically (to the extent not already exercised) on the earliest of (a) the expiry of the Option Period in respect of such Option; (b) the expiry of the periods or dates referred to in paragraphs (12), (13), (14), (15), (16), (17) and (18); or (c) the date on which the Directors exercise the Company's right to cancel the Option by reason of a breach of paragraph (22) above by the grantee.

(24) OTHERS

- (a) The Share Option Scheme is conditional on the passing of the necessary resolutions to terminate the Existing Share Option Scheme and to approve and adopt the Share Option Scheme in general meeting of the Company and the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares to be issued pursuant to the exercise of any Options which may be granted under the Share Option Scheme, such number being not less than that of the General Scheme Limit.
- (b) The Share Option Scheme may be altered in any respect by a resolution of the Directors except that the provisions of the Share Option Scheme as to (i) the definitions of "Eligible Participants", "Grantee", "Option Period" and "Termination Date" and (ii) the provisions of the Share Option Scheme relating to the matters governed by Rule 23.03 of the GEM Listing Rules, shall not be altered to the advantage of grantees or prospective grantees except with the prior sanction of a resolution of the Shareholders in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the grantees as would be required of the Shareholders under the Bye-laws for a variation of the rights attached to the Shares.
- (c) Any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Scheme.
- (d) Any change to the authority of the Directors in relation to any alteration to the terms of the Share Option Scheme shall be approved by the Shareholders in general meeting.
- (e) The amended terms of the Share Option Scheme or the Options shall comply with the relevant requirements of Chapter 23 of the GEM Listing Rules.

NOTICE OF AGM



GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock code: 8100)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of GET Holdings Limited (“**Company**”) will be held at 10:00 a.m. on Tuesday, 13 June 2017 at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 December 2016.
2. To pass the following resolutions, each as a separate resolution:
 - (a) to re-elect Ms. Hung Yvonne as an executive Director;
 - (b) to re-elect Mr. Lee Kin Fai as an executive Director;
 - (c) to re-elect Professor Lee T.S. as an independent non-executive Director;
 - (d) to re-elect Professor Chui Tsan Kit as an independent non-executive Director;
and
 - (e) to authorise the board of Directors (“**Board**”) to fix the remuneration of Directors.
3. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the Board to fix its remuneration.

* *For identification purposes only*

NOTICE OF AGM

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to repurchase (or agree to repurchase) its shares in the capital of the Company (“**Shares**”, each a “**Share**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the number of the issued Shares on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company under this resolution.”

NOTICE OF AGM

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company (“**Shares**”, each a “**Share**”) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements adopted by the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of issued Shares on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of that separate resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and

(e) for the purposes of this resolution:

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

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

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice convening this meeting (“**Notice**”), the general mandate referred to in the resolution numbered 5 of the Notice be and is hereby extended by the addition to the number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of the number of shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 4 of the Notice.”

NOTICE OF AGM

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

“**THAT** with effect from the close of business of the day on which this resolution numbered 7 is passed, the existing share option scheme (“**Existing Share Option Scheme**”) adopted by the Company pursuant to a resolution passed by the then shareholders of the Company on 24 December 2007 (a copy of the Existing Share Option Scheme having been produced to the meeting marked “**A**” and signed by the chairman of the meeting for the purpose of identification) be and is hereby terminated and cease to have any further effect save and except that the Existing Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof.”

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

“**THAT** subject to the passing of the resolution numbered 7 above and conditional upon the The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares in the capital of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the new share option scheme of the Company (“**New Share Option Scheme**”, the rules of which are summarised in the circular of the Company dated 12 May 2017), the rules of the New Share Option Scheme be and are hereby approved and adopted and that the Directors be and are hereby authorised to:

- (a) administer the New Share Option Scheme under which options will be granted to eligible participants under the New Share Option Scheme to subscribe for Shares;
- (b) modify and/or amend the rules of the New Share Option Scheme from time to time subject to the provisions of such rules;
- (c) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme; and
- (d) make application at the appropriate time to the Stock Exchange, and any other stock exchange upon which the Shares may for the time being be listed, for listing of, and permission to deal in, the Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme.”

Yours faithfully
By Order of the Board of
GET Holdings Limited
Lee Kin Fai
Executive Director

Hong Kong, 12 May 2017

NOTICE OF AGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*

Room 1703, 17/F
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange (“GEM Listing Rules”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 10:00 a.m. (Hong Kong time) on Sunday, 11 June 2017 or not less than 48 hours before the time appointed for holding any adjourned AGM.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. To ascertain a member’s entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 8 June 2017 to Tuesday, 13 June 2017 (both days inclusive), during which no transfer of Shares will be registered. The record date for determining the eligibility to attend the AGM will be on 7 June 2017. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:00 p.m. (Hong Kong time) on Wednesday, 7 June 2017.

NOTICE OF AGM

As at the date of this notice, the Board consists of two executive Directors, namely Ms. Hung Yvonne and Mr. Lee Kin Fai and three independent non-executive Directors, namely Professor Lee T.S., Ms. Xiao Yiming and Professor Chui Tsan Kit.

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

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