THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in GET Holdings Limited ("**Company**"), you should at once hand this circular and the accompanying 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.

This circular appears for information purposes only and does not constitute an invitation or offer to sell, dispose, acquire, purchase or subscribe for securities in the Company.

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)

PROPOSED 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 NEW SHARE HELD ON THE RECORD DATE; AND NOTICE OF SPECIAL GENERAL MEETING

Underwriter

ASTRUM
Astrum Capital Management Limited
阿仕特朗資本管理有限公司

Independent Financial Adviser to

the Independent Board Committee and Independent Shareholders

CONVOY 康宏

Convoy Capital Hong Kong Limited

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

A letter from the Independent Board Committee, containing its recommendation to the Independent Shareholders in connection with the Rights Issue, is set out on pages 38 to 39 of this circular. A letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, containing its advice in connection with the Rights Issue, is set out on pages 40 to 63 of this circular.

A notice convening the SGM for Rights Issue to be held at 11:00 a.m. on Monday, 11 May 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use at the SGM for Rights Issue is enclosed herein. Whether or not you are able to attend the SGM for Rights Issue, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM for Rights Issue or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM for Rights Issue or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" on pages 17 to 18 of this circular. In particular, the Rights Issue is conditional upon the approval of the Rights Issue by the Independent Shareholders at the SGM for Rights Issue by way of poll.

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 circular. The Rights Issue is therefore also subject to the Underwriter not rescinding or terminating the Underwriting Agreement. Accordingly, the Rights Issue may or may not proceed.

The New Shares will be dealt in on an ex-rights basis from Wednesday, 13 May 2015. Dealings in the Rights Shares in the nil-paid form are expected to take place from Wednesday, 27 May 2015 to Wednesday, 3 June 2015 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter on or before 4:00 p.m., Tuesday, 9 June 2015 (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 New Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the New Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for a minimum period of seven days from the date of its publication and on the Company's website at www.geth.com.hk.

* *For identification purposes only*

22 April 2015

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.

CONTENTS

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

"Acquisition Agreement"	the sale and purchase agreement dated 15 November 2012 signed by the Company in relation to the acquisition of 50.5% of the equity interest in Apperience Corporation (as supplemented and amended by the supplemental agreement dated 11 December 2012), details of which were set out in the Company's circular dated 23 February 2013 and the Company's announcements dated 5 December 2012 and 1 April 2013
"Announcement"	the announcement of the Company dated 24 February 2015 in relation to the Rights Issue
"associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday and Sunday 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
"Capital Reduction"	the reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share was reduced from HK$0.10 to HK$0.01, which has become effective on 24 March 2015
"Capital Reorganisation"	the reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Subdivision, which has become effective on 24 March 2015
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the change in board lot size for trading of New Shares on the Stock Exchange from 20,000 to 5,000 which has become effective on 24 March 2015
"close associate"	has the meaning ascribed thereto under the GEM Listing Rules

"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 under the GEM Listing Rules
"Consolidated Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Subdivision
"controlling Shareholder"	has the meaning ascribed thereto under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"EAF(s)"	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares in connection with the Rights Issue
"Excluded Shareholder(s)"	the Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Board comprising all the independent non-executive Directors, established to advise the Independent Shareholders of the Rights Issue
"Independent Financial Adviser" or "Convoy Capital"	Convoy Capital Hong Kong Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and Independent Shareholders in respect of the Rights Issue

"Independent Shareholder(s)"	any Shareholder(s) other than the controlling Shareholder(s) and their respective associates or, where there are no controlling Shareholder(s), the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
"Last Trading Day"	24 February 2015, being the date of the Announcement
"Latest Practicable Date"	20 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Latest Time for Acceptance"	4:00 p.m. on Monday, 8 June 2015 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for acceptance of the offer of 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 anytime 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 which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.
"Latest Time for Termination"	4:00 p.m. on Tuesday, 9 June 2015, being the first Business Day after the Latest Time for Acceptance, or such later time as may be agreed between the Company and the Underwriter
"New Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Overseas Shareholder(s)"	Shareholder(s) with registered address(es) (as shown in the register of members of the Company on the Record Date) which is/are outside Hong Kong
"PAL(s)"	the provisional allotment letter(s) to be used in connection with the Rights Issue
"PRC"	the People's Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Pre-Capital Reorg Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company immediately prior to the Capital Reorganisation becoming effective

"Prospectus"	the prospectus to be issued by the Company in connection with the Rights Issue in the agreed form expected to be dated the Prospectus Posting Date
"Prospectus Documents"	the Prospectus, the PAL and the EAF
"Prospectus Posting Date"	Friday, 22 May 2015 or such other date as may be agreed between the Company and the Underwriter, being the date of despatch of the Prospectus Documents
"Qualifying Shareholder(s)"	Shareholder(s) whose names appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
"Record Date"	Thursday, 21 May 2015 or such other date as may be agreed between the Company and the Underwriter in accordance with the relevant regulations or requirements
"Rights Issue"	the proposed issue of the Rights Shares on the basis of three (3) Rights Shares for every one (1) New Share held on the Record Date at the Subscription Price pursuant to the Prospectus Documents and as contemplated under the Underwriting Agreement
"Rights Shares"	the 586,237,461 New Shares proposed to be offered to the Qualifying Shareholders pursuant to the Rights Issue for subscription on the terms set out in the Underwriting Agreement and in the Prospectus
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM for Rights Issue"	the special general meeting of the Company to be convened and held at 11:00 a.m. on Monday, 11 May 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong for the Independent Shareholders to consider and, if thought fit, approve the Rights Issue
"Share Consolidation"	the consolidation of every ten (10) issued and unissued Pre-Capital Reorg Shares into one (1) Consolidated Share, which has become effective on 24 March 2015
"Shareholder(s)"	holder(s) of the New Share(s)
"Share Subdivision"	the sub-division of each of the authorised but unissued Consolidated Shares of HK$0.10 each into ten (10) New Shares of HK$0.01 each, which has become effective on 24 March 2015

"Shortfall Performance Shares"	up to 266,214 New Shares (subject to adjustments) which may be allotted and issued by the Company in accordance with the Acquisition Agreement
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the issue price of HK$0.35 per Rights Share at which the Rights Shares are proposed to be offered for subscription
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers, as modified, amended and supplemented from time to time
"Tranche II Performance Shares"	up to 18,154,282 New Shares (subject to adjustments) which may be allotted and issued by the Company in accordance with the Acquisition Agreement
"Underwriter"	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
"Underwriting Agreement"	the underwriting agreement dated 24 February 2015 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue (as varied and supplemented by the supplemental underwriting agreements dated 20 March 2015 and 10 April 2015 made by the same parties)
"Underwritten Shares"	such number equal to the actual number of the Rights Shares
"%"	per cent.

The timetable for the Capital Reorganisation, Change in Board Lot Size and the Rights Issue and the associated trading arrangements are set out below. Dates and times for event mentioned in the timetable are indicative only and may be extended or varied. Any changes to the following expected timetable will be announced as and when appropriate in accordance with the GEM Listing Rules.

Event	**Date and time**
Despatch of circular with notice and proxy form of the SGM for Rights Issue	Wednesday, 22 April 2015
Temporary counter for trading in New Shares in board lots of 2,000 New Shares (in the form of existing share certificates) closes	4:00 p.m. on Thursday, 30 April 2015
Parallel trading in New Shares (in the form of new share certificates and existing share certificates) ends	4:00 p.m. on Thursday, 30 April 2015
Designated broker ceases to stand in the market to provide matching services for odd lots of New Shares	4:00 p.m. on Thursday, 30 April 2015
Latest time for lodging transfers of shares to qualify for attendance and voting at the SGM for Rights Issue	4:30 p.m. on Monday, 4 May 2015
Last day for free exchange of existing share certificates for new share certificates	Tuesday, 5 May 2015
Register of members closes	From Tuesday, 5 May 2015 to Monday, 11 May 2015 (both days inclusive)
Latest time for lodging the form of proxy of SGM for Rights Issue	11:00 a.m. on Saturday, 9 May 2015
Record date for attendance and voting at the SGM for Rights Issue	Monday, 11 May 2015
Expected time and date of the SGM for Rights Issue	11:00 a.m. on Monday, 11 May 2015

Event	Date and time
Announcement of the result of the SGM for Rights Issue	Monday, 11 May 2015
Last day of dealings in the New Shares on cum-rights basis	Tuesday, 12 May 2015
Ex-date (the first day of dealings in the New Shares on ex-rights basis)	Wednesday, 13 May 2015
Latest time for lodging transfer of New Shares to qualify for the Rights Issue	4:30 p.m. on Thursday, 14 May 2015
Register of members closes	From Friday, 15 May 2015 to Thursday, 21 May 2015 (both days inclusive)
Record Date	Thursday, 21 May 2015
Despatch of the Prospectus Documents	Friday, 22 May 2015
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Wednesday, 27 May 2015
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Friday, 29 May 2015
Last day of dealings in nil-paid Rights Shares	4:00 p.m. on Wednesday, 3 June 2015
Latest Time for Acceptance	4:00 p.m. on Monday, 8 June 2015
Latest Time for Termination of the Underwriting Agreement	4:00 p.m. on Tuesday, 9 June 2015
Announcement of allotment results	Monday, 15 June 2015
Despatch of share certificates for fully-paid Rights Shares and refund cheques (if any)	Tuesday, 16 June 2015
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Wednesday, 17 June 2015

Notes:

(i) All dates and times in this circular refer to Hong Kong dates and time.

(ii) Effect of bad weather on the Latest Time for Acceptance.

If there is:

- a tropical cyclone warning signal number 8 or above, or
- a "black" rainstorm warning:

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 8 June 2015, the Latest Time of Acceptance will not take place at 4:00 p.m. on Monday, 8 June 2015, but will be extended to 5:00 p.m. on the same Business Day instead; and

(ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 8 June 2015, the Latest Time of Acceptance will not take place on Monday, 8 June 2015, but will be extended to 4:00 p.m. on the next Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Monday, 8 June 2015, the dates mentioned in the preceding timetable may be affected. An announcement will be made by the Company in such event.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if:

(i) 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 after the signing of the Underwriting Agreement; 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 after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, 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 after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole; or

(d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement which would, 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

(e) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which, in the reasonable opinion of the Underwriter, is or might be material to the Group taken as a whole; or

(f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Pre-Capital Reorg Shares or the New Shares (as the case may be) generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or

(ii) there is 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, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions 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

(iii) the Prospectus and all amendments and supplements thereto when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue.

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

(i) any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or

(ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which would render any of the warranties given by the Company contained under the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

If the Underwriter exercises such rights, the Rights Issue will not proceed.

GET HOLDINGS LIMITED
智易控股有限公司*

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

(Stock Code: 8100)

Executive Directors:
Mr. Kuang Hao Kun Giovanni *(Chairman)*
Mr. Xue Qiushi *(Chief Executive Officer)*

Independent Non-executive Directors:
Mr. Lam Kit Sun
Mr. Yip Chi Fai Stevens
Ms. Xiao Yiming

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

22 April 2015

To the Shareholders,

Dear Sir or Madam,

PROPOSED 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 NEW SHARE HELD ON THE RECORD DATE

INTRODUCTION

Reference is made to the Announcement and the announcements dated 20 March 2015 and 10 April 2015 in relation to, among other things, the Rights Issue.

On 24 February 2015, the Board announced that the Company proposed to raise approximately HK$205.2 million before expenses by issuing 586,237,461 Rights Shares at the Subscription Price of HK$0.35 per Rights Share on the basis of three Rights Shares for every one New Share held on the Record Date. The Rights Issue will be fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement. The Underwriting Agreement contains provisions granting the Underwriter the ability to rescind or terminate its obligations thereunder on the occurrence of certain events as set out

* *For identification purposes only*

under the section headed "Termination of the Underwriting Agreement" in this circular at any time prior to the Latest Time for Termination. The Rights Issue is not available to the Excluded Shareholders.

The purpose of this circular is to provide you with, among other things, further details of (i) the Rights Issue; (ii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders setting out its recommendation in respect of the Rights Issue; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; and (iv) the notice of the SGM for Rights Issue.

RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	:	Three (3) Rights Shares for every one (1) New Share held on the Record Date
Number of New Shares in issue as at the Latest Practicable Date	:	195,412,487 New Shares
Number of New Shares expected to be in issue as at the Record Date	:	195,412,487 New Shares (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date)
Number of Rights Shares	:	586,237,461 Rights Shares
Aggregate nominal value of the Rights Shares to be issued	:	HK$5,862,374.61
Subscription Price	:	HK$0.35 per Rights Share
Underwriter	:	Astrum Capital Management Limited
Enlarged issued share capital of the Company upon completion of the Rights Issue	:	781,649,948 New Shares
Funds raised before expenses	:	Approximately HK$205.2 million

The aggregate number of the Rights Shares to be issued pursuant to the Rights Issue amounts to 586,237,461 and represents 300% of the existing issued share capital of the New Shares and 75% of the existing issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date).

As at the Latest Practicable Date, it is expected that the Tranche II Performance Shares and the Shortfall Performance Shares (i.e. up to an aggregate of 18,420,496 New Shares) would be allotted and issued by the Company in or around June 2015. As the allotment and issue of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will take place after the Record Date, the holder(s) of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will not qualify for the Rights Issue.

Save for the Tranche II Performance Shares and the Shortfall Performance Shares, 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 New Shares.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must:

1. be registered as a member of the Company at the close of business on the Record Date; and

2. not be an Excluded Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge any transfer of New Shares (together with the relevant share certificates) 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 4:30 p.m. on Thursday, 14 May 2015.

Closure of Register Of Members

To determine the entitlements to the Rights Issue, the register of members of the Company will be closed from Friday, 15 May 2015 to Thursday, 21 May 2015, both days inclusive. No transfer of shares of the Company will be registered during this period.

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, if any, may not be eligible to take part in the Rights Issue as explained below.

The Company will make enquiries pursuant to Rule 17.41(1) of the GEM Listing Rules regarding the feasibility of extending the Rights Issue to the Overseas Shareholders (if any). If, based on legal opinions, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places, the Rights Issue will not be available to such Overseas Shareholders and no provisional allotment of nil-Rights Shares will be made to them. Further information in this connection will be set out in the Prospectus. The Company will send copies of the Prospectus (without the PAL and EAF) to the Excluded Shareholders for their information only.

The Company will provisionally allot the Rights Shares which represent the entitlements of the Excluded Shareholders to a nominee of the Company in nil-paid form and the Company will procure that such nominee will endeavour to sell the rights as soon as practicable after dealings in nil-paid Rights Shares commence and in any event on or before the last day of dealings in nil-paid Rights Shares at a net premium. If and to the extent that such rights can be so sold, the nominee will account to the Company for the net proceeds of sale (after deducting the expenses of sale, if any), on the basis that the net proceeds after deducting the expenses of sale (if any) attributable to the sale of the Rights Shares that would otherwise have been allotted to the Excluded Shareholders shall be distributed pro rata to their shareholdings as at the Record Date (but rounded down to the nearest cent) to the Excluded Shareholders provided that individual amounts of HK$100 or less shall be retained by the Company for its own benefit. Any of such nil-paid rights which are not sold as aforesaid will be dealt with as Rights Shares not accepted.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Subscription Price

The Subscription Price for the Rights Shares is HK$0.35 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

(i) a discount of approximately 59.8% to the theoretical closing price of HK$0.87 per New Share, based on the closing price of HK$0.087 per Pre-Capital Reorg Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(ii) a discount of approximately 61.5% to the average theoretical closing price of HK$0.908 per New Share, based on the average closing price of HK$0.0908 per Pre-Capital Reorg Share as quoted on the Stock Exchange for the five consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(iii) a discount of approximately 64.9% to the average theoretical closing price of HK$0.997 per New Share, based on the average closing price of HK$0.0997 per Pre-Capital Reorg Share as quoted on the Stock Exchange for the 10 consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(iv) a discount of approximately 27.1% to the theoretical ex-rights price of HK$0.48 per New Share, based on the closing price of HK$0.087 per Pre-Capital Reorg Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(v) a discount of approximately 70.6% to the closing price of HK$1.19 per New Share as at the Latest Practicable Date;

(vi) a discount of approximately 91.1% to the audited consolidated net asset value of the Company for the year ended 31 December 2014 of HK$3.93 per New share; and

(vii) a discount of approximately 37.5% to the theoretical ex-rights price of HK$0.56 per New Share, based on the closing price of HK$1.19 per New Share as quoted on the Stock Exchange on the Latest Practicable Date.

Based on the Subscription Price of HK$0.35, the estimated gross proceeds of the Rights Issue will be approximately HK$205.2 million (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date). The net proceeds from the Rights Issue to be received by the Company is expected to be approximately HK$196.7 million. The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date) will be approximately HK$0.336.

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Pre-Capital Reorg Shares and the market conditions. The Directors (including the independent non-executive Directors) consider that the discount of the Subscription Price would encourage the Shareholders to participate in the Rights Issue and accordingly maintain their pro-rata shareholdings in the Company and participate in the future growth of the Group, 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.

Basis of Provisional Allotment

The basis of the provisional allotment will be three (3) Rights Shares (in nil-paid form) for every one (1) New Share held by Qualifying Shareholders at the close of business on the Record Date. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for 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 on or before the Latest Time for Acceptance.

Fractions of the Rights Shares

The Company will not provisionally allot, and accept applications for, any fractions of the Rights Shares to any Qualifying Shareholders. All fractions of the Rights Shares will be aggregated and all nil-paid Rights Shares arising from such aggregation will be sold by the

Company in the market if a premium (net of expenses) can be achieved, the Company will retain the proceeds from such sale(s) for its benefit. No odd lot matching services will be provided for the Rights Shares.

Status of the Rights Shares

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

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 are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 16 June 2015.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares are also expected to be posted on or before Tuesday, 16 June 2015 by ordinary post at such Shareholders' own risk.

Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for, (i) Rights Shares representing the entitlement of the Excluded Shareholders and which cannot be sold at a net premium; (ii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders; and (iii) the aggregation of the fractional entitlements of the Qualifying Shareholders which are not sold by the Company in the market as described in the paragraph headed "Fractions of the Rights Shares" above. Application may be made by completing the EAF for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Board will allocate the excess Rights Shares at its discretion on a fair and equitable basis, in proportion to the number of excess Rights Shares being applied for under each application, except that preference will be given to applications for less than a board lot of Rights Shares where it appears to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with intention to abuse the mechanism. The Board will take into account and assess all relevant factors and circumstances available to the Company in allocating the excess Rights Shares including but not limited to the pattern of registration of Shareholders before and after the announcement of the Rights Issue on 24 February 2015, the spread and pattern of the excess applications, the number of excess Rights Shares applied for in those excess applications and the number of excess Rights Shares available for allocation. The Board may exercise its discretion, after consultation with the Underwriter, to reject any application for excess Rights Shares if it appears to the Board that the application has been made with the intention to abuse the mechanism.

Shares registered in the name of nominee companies

Investors with their New 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, the 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. Investors with their New Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant New Shares in the name of the beneficial owner(s) prior to the Record Date.

The Qualifying Shareholders whose New Shares are held by their nominee(s) and who would like to have their names registered on the register of members of the Company must lodge all necessary documents with the Company's branch share registrars in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for completion of the relevant registration by 4:30 p.m. on Thursday, 14 May 2015.

Application for listing

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

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 and any other applicable fees and charges in Hong Kong. Nil-paid and fully-paid Rights Shares are traded in board lots of 5,000.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled:

(i) the Capital Reorganisation having become effective on or before the Record Date;

(ii) the passing of the necessary resolution(s) by the Shareholders (who are not required to abstain from voting under the GEM Listing Rules) at the special general meeting of the Company to approve the Rights Issue and the transactions contemplated under the Underwriting Agreement by no later than the Prospectus Posting Date;

(iii) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked 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;

(iv) the filing and registration of the Prospectus Documents (together with any other documents required by applicable law or regulation to be annexed thereto) with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date;

(v) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date; and

(vi) 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 above conditions precedent is capable of being waived by the Underwriter and the Company.

If the above conditions are not satisfied by the Latest Time for Acceptance (or such later date or dates as the Underwriter may agree with the Company in writing), the Underwriting Agreement shall terminate (save in respect of the provisions in relation to fees and expenses, indemnity, notices and governing law and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) and no party will have any claim against any other party for cost, damages, compensation or otherwise, and the Rights Issue will not proceed.

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

UNDERWRITING AGREEMENT

The principal terms of the Underwriting Agreement are as follows:

Date of the Underwriting Agreement	:	24 February 2015
Date of the supplemental underwriting agreements	:	20 March 2015 and 10 April 2015
Parties	:	Astrum Capital Management Limited

		To the best of the Directors' knowledge and information after having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons
Total number of Rights Shares being underwritten by the Underwriter	:	586,237,461 Underwritten Shares, being all the Rights Shares under the Rights Issue
Commission	:	The Underwriter will receive a commission in respect of its underwriting of the Rights Issue at 3.5% of the aggregate Subscription Price in respect of the Underwritten Shares

The Board considers that the terms of the Underwriting Agreement including the commission rate are fair and reasonable as compared to the market practice and commercially reasonable as agreed between the parties of the Underwriting Agreement.

Termination of the Underwriting Agreement

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if:

(i) 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 after the signing of the Underwriting Agreement; 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 after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, 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 after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole; or

(d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement which would, 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

(e) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which, in the reasonable opinion of the Underwriter, is or might be material to the Group taken as a whole; or

(f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Pre-Capital Reorg Shares or the New Shares (as the case may be) generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or

(ii) there is 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, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions 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

(iii) the Prospectus and all amendments and supplements thereto when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue.

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

(i) any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or

(ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which would render any of the warranties given by the Company contained under the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter. If the Underwriter exercises such rights, the Rights Issue will not proceed.

SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date, the table below sets out the shareholding structure of the Company from the Latest Practicable Date to immediately after the completion of the Rights Issue.

Shareholders	As at the Latest Practicable Date		Immediately after completion of the Rights Issue: All Shareholders take up all the Rights Shares (assuming there is no Excluded Shareholder)		Immediately after completion of the Rights Issue: The Underwriter, the Sub-Underwriter and the subscribers take up all the Rights Shares (assuming there is no Excluded Shareholder)	
	Number of New Shares	*%*	*Number of New Shares*	*%*	*Number of New Shares*	*% (Note 4)*
The Underwriter *(Note 1)*	—	—	—	—	66,237,461	8.47
Individual 1 *(Note 2)*	—	—	—	—	20,000,000	2.56
Individual 2 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 3 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 4 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 5 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 6 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 7 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 8 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 9 *(Note 2)*	—	—	—	—	35,000,000	4.48
Fordjoy Securities and Futures Limited ("**Sub-Underwriter**") *(Note 3)*	—	—	—	—	220,000,000	28.15
Public Shareholders	195,412,487	100.00	781,649,948	100.00	195,412,487	25.00
	195,412,487	100.00	781,649,948	100.00	781,649,948	100.00

Notes:

(1) Pursuant to the Underwriting Agreement, (a) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers (including any direct and indirect sub-underwriters) shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates; (b) the Underwriter will procure each of the subscribers (including any direct and indirect sub-underwriters) will not hold 10% or more of the voting rights of the Company immediately upon completion of the Rights Issue; and (c) the Underwriter will not, and will procure each of the subscribers (including any direct and indirect sub-underwriters) will not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 29.9% or more of the voting rights of the Company immediately upon completion of the Rights Issue.

(2) The Underwriter confirmed that each of the Individual 1 to Individual 9 is third party independent of, and not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates. The Underwriter further confirmed that each of the Individual 1 to Individual 9, the Underwriter, and the Sub-Underwriter is independent to each other. As at the Latest Practicable Date, each of the Individual 1 to Individual 9 has signed a sub-underwriting letter with the Underwriter to subscribe for the respective numbers of shares set out in the table above.

(3) The Sub-Underwriter is a licensed corporation under the SFO and is third party independent of, and not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates. As at the Latest Practicable Date, the Sub-Underwriter has entered into a sub-underwriting letter with the Underwriter to take up 220,000,000 New Shares. Pursuant to such sub-underwriting agreement, (a) the Sub-Underwriter shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates; (b) the Sub-Underwriter will not hold 10% or more of the voting rights of the Company immediately upon completion of the Rights Issue; and (c) the Sub-Underwriter will not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 29.9% or more of the voting rights of the Company immediately upon completion of the Rights Issue. The Sub-Underwriter shall use all reasonable endeavours to procure that each of the subscribers shall observe and comply with the requirements in (a) to (c) above.

As at the Latest Practicable Date, the Sub-Underwriter has already placed an aggregate of 64,000,000 Rights Shares to three subscribers.

(4) The aggregate percentage may not add up to 100% due to rounding.

(5) Based on the review of the register of members of the Company as at the Latest Practicable Date, the Company is not aware of any Shareholder holding 10% or more of the New Shares as at the Latest Practicable Date.

TRANCHE II PERFORMANCE SHARES AND SHORTFALL PERFORMANCE SHARES

Pursuant to the Acquisition Agreement, subject to Apperience Corporation recording a prescribed level of the Target Profit II (as defined in the circular of the Company dated 23 February 2013), the Company shall allot and issue, credited as fully paid, an aggregate of up to 18,420,496 New Shares (being the aggregate of the Tranche II Performance Shares and the Shortfall Performance Shares, both subject to adjustments) to the following vendors named in the Acquisition Agreement respectively as follows:

Name of Vendors	Number of Tranche II Performance Shares to be allotted and issued	Number of Shortfall Performance Shares to be allotted and issued
Access Magic Limited	3,582,385 Tranche II Performance Shares	52,532 Shortfall Performance Shares
Ace Source International Limited	5,075,211 Tranche II Performance Shares	74,423 Shortfall Performance Shares
Well Peace Global Limited	895,551 Tranche II Performance Shares	13,132 Shortfall Performance Shares
Wealthy Hope Limited	895,551 Tranche II Performance Shares	13,132 Shortfall Performance Shares
IDG-Accel China Growth Fund II L.P.	6,410,640 Tranche II Performance Shares	94,006 Shortfall Performance Shares
IDG-Accel China Investors II L.P.	524,295 Tranche II Performance Shares	7,688 Shortfall Performance Shares
THL A1 Limited	770,649 Tranche II Performance Shares	11,301 Shortfall Performance Shares
Total:	18,154,282 Tranche II Performance Shares	266,214 Shortfall Performance Shares

The Company will issue an announcement as and when the Tranche II Performance Shares and Shortfall Performance Shares are to be allotted and issued.

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) provision of website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and Mandatory Provident Fund ("**MPF**") schemes brokerage services and (vi) provision of corporate management solutions and information technology ("**IT**") contract services.

The estimated gross proceeds of the Rights Issue will be approximately HK$205.2 million (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date). The estimated net proceeds from the Rights Issue will be approximately HK$196.7 million (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date and after the deduction of underwriting commission, professional fees and printing charges and other miscellaneous expenses of approximately HK$8.5 million payable to the Underwriter, legal advisers, auditor, printing company and branch share registrar) which are intended to be used as to (i) approximately HK$20 million of the net proceeds for funding the incorporation of a company in Hong Kong and to be wholly-owned by the Group to carry on Type 1 regulated activity (dealing in securities) under the SFO, details of which are disclosed in the announcement of the Company dated 2 February 2015; (ii) approximately HK$50 million of the net proceeds for funding the money lending business; (iii) approximately HK$80 million of the net proceeds for future potential acquisitions or investments which are related to insurance and MPF schemes brokerage business; (iv) approximately HK$36 million of the net proceeds for future potential acquisition of properties; and (v) approximately HK$10.7 million of the net proceeds for general working capital of the Group.

Details of each of the estimated use of net proceeds are set out below.

(i) Approximately HK$20 million of the net proceeds for funding the incorporation of a company in Hong Kong and to be wholly-owned by the Group to carry on Type 1 regulated activity (dealing in securities) under the SFO

The official launch of the Shanghai-Hong Kong Stock Connect ("**Programme**") in November 2014 marked the beginning of a new era. Even if the market for securities industry is highly competitive and subject to the change of government policy, the Group is very confident in the market prospects and expects that the trade volume of both stock markets in Shanghai and Hong Kong will go up in the long term. The Programme is the first of its kind to relax on investment restrictions in the PRC's capital market and the PRC government may relax investment restrictions on other stock markets in the future like the Shenzhen stock market and it is expected that more people would be interested in investing in the PRC's stock markets through Hong Kong. When investors have adapted to the inter-operability of the stock markets in Shanghai and Hong Kong, they may participate more in the investments in both stock markets. Therefore, the Group decided to incorporate a subsidiary in Hong Kong to carry out Type 1 regulated activity (dealing in securities) under the SFO (details of which are set out in the announcement of the Company dated 2 February 2015) to capture the business opportunity under the Programme and potential relaxation on investment restrictions on the PRC's stock markets.

As to the implementation of the incorporation plan, there will be a lot of fundamental tasks to be carried out during the year 2015 including but not limited to the incorporation of the subsidiary, implementation of internal control, recruitment of suitable personnel, purchase of relevant softwares and hardwares and obtaining all requisite licences and/or permits from relevant regulatory authority including the SFC. Therefore, it is expected that such new business will only come into operation in early 2016. As at the Latest Practicable Date, the subsidiary in Hong Kong has not been incorporated.

(ii) Approximately HK$50 million of the net proceeds for funding the money lending business

During the financial year ended 31 December 2014, the segment profit and its loan interest income amounted to approximately HK$1,020,000 and HK$1,105,000. In addition, the Group has not recorded any doubtful or bad debt in all money lending activities since 2014 up till now, which shows that its stringent credit policies have been effective. On 12 March 2015, the Group signed a sale and purchase agreement to acquire 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, which enables the Group to offer a new type of products to its clients. The target customers of GEO Finance are Hong Kong citizens who own property(ies) in Hong Kong and the current business of which is not large in scale and is still developing.

Set out below is a summary of certain audited financial information of GEO Finance for the period ended 30 June 2014 and 31 December 2014:

	From 10 July 2013 (date of incorporation) to 30 June 2014 *HK$*	**From 1 July 2014 to 31 December 2014** *HK$*
Net profit/(Net loss) before taxation	(78,000)	60,000
Net profit/(Net loss) after taxation	(78,000)	50,000

The audited total asset value and net asset value of GEO Finance as at 31 December 2014 were approximately HK$4,546,000 and HK$472,000 respectively.

The Group intends to use approximately HK$50 million of the net proceeds from the Rights Issue in providing secured and/or unsecured loans and further developing the market of subordinate property mortgage loan. The Group is now reviewing the appropriateness and efficiency of internal control procedure of GEO Finance and updating our internal control procedures as needed. The Group expects to complete reviewing the procedure by the second quarter of 2015 and intends to start the subordinate property mortgage loan business afterwards.

(iii) Approximately HK$80 million of the net proceeds for future potential acquisitions or investments which are related to insurance and MPF schemes brokerage business

On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the proposed acquisition of the entire issued share capital of Trendmode Holdings Limited at a maximum consideration of HK$52 million (subject to adjustments), details of which are set out in the announcement of the Company dated 1 April 2015. As at the Latest Practicable Date, the acquisition of Trendmode Holdings Limited has not yet completed.

Trendmode Holdings Limited is a company incorporated in the British Virgin Islands with limited liability on 15 January 2014 and is an investment holding company. Trendmode Holdings Limited holds the entire equity interests in each of the following companies:

(1) GET Wealth Management Limited ("**GET Wealth Management**"), a company incorporated in Hong Kong, which has become a member of The Hong Kong Confederation of Insurance Brokers since 16 August 2007 and is permitted to carry on businesses in general insurance and long term (including linked long term) insurance in accordance with the certificate of membership issued by the Hong Kong Confederation of Insurance Brokers on 12 March 2008. It is also registered as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority in accordance with the Mandatory Provident Fund Intermediary Certificate issued by the Mandatory Provident Fund Schemes Authority on 6 July 2011. On 10 October 2011, the Mandatory Provident Fund Schemes Authority issued a circular letter, under which registration of all MPF intermediaries would be deemed as continuous thereafter with effect from 1 January 2012; and

(2) GET Consulting Company Limited ("**GET Consulting**"), a company incorporated in Hong Kong, is principally engaged in the provision of consulting services (including business referral services) in Hong Kong.

Additional background information of GET Wealth Management and GET Consulting is set out below:

	GET Wealth Management	GET Consulting
Date of incorporation	29 January 2007	7 December 2006
Business scope	general insurance and long term (including linked long term) insurance brokerage services and MPF Schemes brokerage services	provision of consulting services (including business referral services)
Products offered/ services rendered	GET Wealth Management offered brokerage services of the following types of products: (i) investment-linked insurance plans (ii) endowment insurance plans (iii) critical illness plans (iv) medical insurance (v) life insurance (vi) general insurance (vii) MPF schemes	consulting services (including business referral services)
Target customers	high net worth individuals and families	high net worth individuals and families

The Group intends to use approximately HK$42 million of the net proceeds from the Rights Issue for funding the consideration of the acquisition of Trendmode Holdings Limited and the remaining amount of approximately HK$38 million for financing future potential investments which are related to insurance and MPF schemes brokerage business.

(iv) Approximately HK$36 million of the net proceeds for future potential acquisition of properties

Property trading activities in Hong Kong remained subdue in 2014. It is expected that the local property market will continue to be under the influence of the government curbing policies. The Group intends to invest in properties, including but not limited to retail and office properties in Hong Kong, in the view of earning rentals and/or for capital appreciation.

Save as disclosed above, as at the Latest Practicable Date, the Company was not currently in discussions for, or had entered into any agreement or memorandum of understanding in relation to, any acquisitions and/or disposals (whether or not materialized). The Company will make further announcement(s) as and when legally binding agreement(s) in relation to such potential transaction(s) is/are entered into in compliance with applicable requirements under the GEM Listing Rules.

The Directors have considered different means of fund raising such as bank and other borrowings, debt financing and equity placements. As for bank and other borrowings, it would further increase the Group's debt without strengthening its equity base and there is no assurance that such borrowings of the size of the estimated net proceeds of the Rights Issue can be obtained. In view of the fact that debt financing would impose interest burden and repayment obligations upon the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's profitability, financial position, capital structure and the financial market condition at that time, there is uncertainty over the availability of alternative financing. By comparison, had the Group raised equity of similar size in the form of a placing, then such an exercise would not have allowed all the Shareholders to participate in the capital exercise and they would be diluted without being given an opportunity to maintain their percentage interests. Accordingly, the Directors consider that it is prudent to finance the Group's long term growth by way of the Rights Issue which will not only strengthen the Group's capital base and enhance its financial position without increasing finance costs, but will also allow all Qualifying Shareholders the opportunity to participate in the growth of the Group through the Rights Issue at a price lower than the current market price of the New Shares. In addition, the Rights Issue affords all Qualifying Shareholders equal opportunity to subscribe for their pro-rata provisional entitlement of the Rights Shares and hence avoids dilution, and participate as fully as they wish by way of applying for excess Rights Shares. It also allows the Qualifying Shareholders who decide not to take up their entitlements under the Rights Issue to sell the nil-paid Rights Shares in the market for economic benefit. The Board considers that the fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

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 which includes, but is 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) provision of website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and MPF schemes brokerage services and (vi) 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 system utility software which helps users to protect their personal computers from spyware and virus, detect and solve issues regarding computer security and performance. The Group's major product, Advanced SystemCare, has been undergoing updates and upgrades periodically. The latest version no. 8 has been formally launched in January 2015. More than 62% of the audited total turnover of the Apperience Group for the year ended 31 December 2014 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.

(ii) Provision of website development services, e-learning products and services

The market for website development, e-learning products and services is under keen competition and requires rapid response to technological changes and evolving customers' demands. As the internet is not restricted by geographical boundary, the Group may face competition from around the world from startup ventures to large multinational companies. Some of these companies may offer their products with better functions but at lower prices over the products of the Group. If the Group is unable to anticipate the activities or products functionality of its competitors, it may not be able to develop or offer products that will appeal to its customers and may lose its market share and harm its business. A failure to improve the Group's products to follow those of its rivals may result in the customers' shifting away from the products of the Group. In light of the competitive market environment, the management is thinking seriously about the prospect of this business segment.

(iii) Investment in securities

The Group aims at maximizing 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 on securities trading if the investment strategy that the Company has adopted does not fit the current market conditions.

(iv) Money lending business

Our 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 we have 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 our financial position, results of operations and cash flows.

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 Ordnance (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 due to the economic, political and social conditions both locally and globally and are beyond the Group's control.

(v) Provision of insurance and MPF schemes brokerage services

We have expanded our business to include the provision of insurance and MPF schemes brokerage services. On 2 April 2014, the Group completed the acquisition of the entire issued share capital of GET Mdream Wealth Management Limited ("**GET Mdream**") at a cash consideration of approximately HK$1,033,000. Since the completion of the acquisition of GET Mdream in April 2014, the Group has been conducting its insurance and MPF Scheme brokerage services through GET Mdream as one of its principal businesses.

On 7 July 2014, a company controlled by a director of a subsidiary of the Company, completed the subscription ("**Subscription**") of 432,352 new shares of GET Mdream, representing 49% of the total issued shares of GET Mdream enlarged by the allotment and issue of new shares under such Subscription. After such Subscription, GET Mdream became a 51% owned subsidiary of the Group. As the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Subscription were less than 5% and the consideration involved was less than HK$3,000,000, the Subscription did not constitute a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and was fully exempt from the connected transaction requirements under Chapter 20 of the GEM Listing Rules.

GET Mdream is a registered member of the Professional Insurance Brokers Association ("**PIBA**") to carry out long term (including linked long term) insurance and general insurance lines of business. This new business may expose us to additional risks, for example, we rely on the consultants to carry out the sale function of this new business. Although the Group has provided suitable training to the consultants and adopted suitable guideline and policy, it is still possible that the consultants, who are registered with PIBA as technical representatives and engaged by the Group, may involve in mis-selling in the process of negotiating and selling of contracts of insurance and, in some cases, MPF schemes. We may also expose 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.

In addition, the insurance and MPF schemes brokerage is a highly competitive industry. We compete 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 our brokerage services and we may be required to provide a clawback mechanism for our commissions.

(vi) 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 advances 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 greater financial and other resources as well as greater 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.

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 that the consumers are facing. 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 the research and development. There is no assurance that such research and development efforts will result in the successful development of new products or enhancements, nor that 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.

Adverse conditions in the global economies

The user community of software products and mobile applications of the Group is worldwide of which the US 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 severity of the economic conditions and the length of time of such conditions that may persist are unknown. A downturn in general economic conditions or other risks associated with the Group's business could reduce the demand of our products/services, which may consequently have a material adverse effect on the Group's revenue and returns on securities investment. 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 our 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 of the Company are determined by demand and supply of investors for the shares of the Company in the public 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 general political, economic, social and market conditions both globally and in the PRC or Hong Kong could cause the market price of the shares of the Company 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 circular on or before the Latest Time for Termination. Should the Rights Issue proceed as intended, the shareholding interest 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.

FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

Apart from the fund raising activities mentioned below, the Company had not raised any other funds by equity issue in the past 12 months immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activity	Proposed use of the net proceeds	Actual use of the net proceeds as at the Latest Practicable Date
6 October 2014 and 17 October 2014	Placing of 319,260,000 new Pre-Capital Reorg Shares at HK$0.121 per Pre-Capital Reorg Share pursuant to the general mandate as refreshed by the Shareholders at the special general meeting of the Company held on 11 September 2014	Approximately HK$37.2 million will be used as general working capital of the Group and for financing potential investment of the Group in the future	Approximately HK$19.2 million used as general working capital of the Group and approximately HK$18 million used for the consideration of acquisition of 100% of issued share capital of Wafer Systems (Hong Kong) Limited on 31 December 2014. Wafer Systems (Hong Kong) Limited is principally engaged in network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the PRC. Details of the acquisition were set out in the Company's announcements dated 31 October 2014 and 31 December 2014 and the Company's circular dated 11 December 2014.

WARNING OF THE RISKS OF DEALING IN THE NEW SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional upon the fulfilment of the conditions set out in the paragraph headed "Conditions of the Rights Issue". In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms. Accordingly, the Rights Issue may or may not proceed. Any Shareholder or other person contemplating selling or purchasing the New Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company. Any Shareholder or other person contemplating any dealings in the New Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

IMPLICATIONS UNDER THE GEM LISTING RULES

In compliance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval of the Independent Shareholders by way of poll at the SGM for Rights Issue and any controlling Shareholder and their associates or where there is no controlling Shareholder, the Directors (other than independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue. As at the Latest Practicable Date, the Company had no controlling Shareholder and none of the Directors and the chief executive of the Company and their respective associates held any New Share.

Provided that (i) the Company does not have any controlling Shareholder; and (ii) the Directors (other than independent non-executive Directors) and the chief executive of the Company and their respective associates do not have interest in the New Shares as at the date of the SGM for Rights Issue, no Shareholder will be required to abstain from voting on the resolution approving the Rights Issue proposed at the SGM for Rights Issue.

Qualifying Shareholders are recommended to consult their professional advisers if they are in any doubt as to the tax implications of the holding or disposal of, or dealing in the Rights Shares in both their nil-paid and fully-paid forms, as regards the excluded Shareholders, their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue. It is emphasised that none of the Company, its Directors or any other parties involved in the Rights Issue accepts responsibility for any tax effects or liabilities of the holders of the Rights Shares resulting from the purchase, holding or disposal of, or dealing in the Rights Shares in both their nil-paid and fully-paid forms.

SGM FOR RIGHTS ISSUE

A notice convening the SGM for Rights Issue to be held at 11:00 a.m. on Monday, 11 May 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular.

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

To determine the entitlements to attend the SGM for Rights Issue, the register of members of the Company will be closed from Tuesday, 5 May 2015 to Monday, 11 May 2015 (both days inclusive). No transfer of shares of the Company will be registered during this period.

In order to be registered as members of the Company at the close of business on Monday, 11 May 2015 (being the record date for attendance and voting at the SGM for Rights Issue), Shareholders must lodge any transfer of New Shares (together with the relevant share certificates) 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 4:30 p.m. on Monday, 4 May 2015.

In compliance with the GEM Listing Rules, the resolution will be voted on by way of poll at the SGM for Rights Issue.

Subject to the approval of the Rights Issue by the Independent Shareholders at the SGM for Rights Issue, the Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Prospectus (without the PAL and EAF) will be despatched to the Excluded Shareholders for information only on the Prospectus Posting Date.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all independent non-executive Directors has been appointed to give recommendations to the Independent Shareholders in connection with the Rights Issue. Your attention is drawn to the recommendation of the Independent Board Committee set out in its letter on pages 38 to 39 of this circular.

INDEPENDENT FINANCIAL ADVISER

Convoy Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue. The appointment of Convoy Capital has been approved by the Independent Board Committee. Your attention is drawn to its letter to the Independent Board Committee and Independent Shareholders set out on pages 40 to 63 of this circular.

RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the terms of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

You are advised to read carefully the letter from the Independent Board Committee on pages 38 to 39 of this circular.

ADDITIONAL INFORMATION

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

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

The following is the full text of a letter from the Independent Board Committee, which has been prepared for the purpose of incorporation into this circular, setting out its recommendation to the Independent Shareholders in relation to the Rights Issue.

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)

22 April 2015

To the Independent Shareholders,

Dear Sirs,

PROPOSED 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 NEW SHARE HELD ON THE RECORD DATE

We refer to the circular of the Company to the Shareholders dated 22 April 2015 ("**Circular**"), of which this letter forms part. Unless specified otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed as the Independent Board Committee to advise you as to whether, in our opinion, the terms of the Rights Issue are fair and reasonable so far as the Independent Shareholders are concerned and to recommend whether or not the Independent Shareholders should vote for the resolution to approve the Rights Issue to be proposed at the SGM for Rights Issue. Convoy Capital has been appointed as the Independent Financial Adviser to advise us in this respect.

We wish to draw your attention to the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders which contains its advice to us in relation to the Rights Issue as set out in the Circular. We also draw your attention to the letter from the Board set out in the Circular.

Having taken into account the principal reasons and factors considered by, and the advice of, the Independent Financial Adviser as set out in its letter of advice, we consider that the Rights Issue are fair and reasonable as far as the Independent Shareholders are concerned and the Rights issue is in the interests of the Company and the Shareholders as a whole.

* *For identification purposes only*

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM for Rights Issue to approve the Rights Issue.

Yours faithfully,
Independent Board Committee

Mr. Lam Kit Sun	**Mr. Yip Chi Fai Stevens**	**Ms. Xiao Yiming**
Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*

The following is the full text of a letter of advice from Convoy Capital Hong Kong Limited (formerly known as Aviate Beijing Capital Limited), the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of incorporation into this circular, setting out its advice to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue.

19th Floor
China Hong Kong Tower
8 Hennessy Road
Wanchai
Hong Kong

22 April 2015

To the Independent Board Committee and the Independent Shareholders
GET Holdings Limited
Room 1703, 17/F
Harcourt House
39 Gloucester Road
Wan Chai, Hong Kong

Dear Sir or Madam,

PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY ONE NEW SHARE HELD ON THE RECORD DATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, details of which are set out in the circular issued by the Company to its Shareholders dated 22 April 2015 (the "**Circular**"), of which this letter forms part. Capitalised terms used in this letter shall have the same meaning as defined in the Circular unless the context otherwise requires.

On 24 February 2015, the Company announced that, among other things, the Board proposed to raise approximately HK$205.2 million before expenses by issuing 586,237,461 Rights Shares (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date) to the Qualifying Shareholders by way of the Rights Issue on the basis of three Rights Shares for every one New Share held on the Record Date at the Subscription Price of HK$0.35 per Rights Share.

Pursuant to Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval by Independent Shareholders by way of poll at SGM. Any controlling Shareholder and their respective associates, or where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates (as defined in the GEM Listing Rules), shall abstain from voting in favour of the Rights Issue at the SGM for Rights Issue. As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors, (i) the Company has no controlling Shareholder; and (ii) the Directors and the chief executive of the Company and their respective associates do not have interest in the New Shares. Accordingly, no Shareholder will be required to abstain from voting on the resolution approving the Rights Issue proposed at the SGM for Rights Issue.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming, has been formed to advise the Independent Shareholders as to whether the Rights Issue, is fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote on the resolutions at the SGM for Rights Issue. As the Independent Financial Adviser, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders in such regard.

BASIS OF OUR ADVICE

In formulating our recommendation, we have relied on (i) the information and facts contained or referred to in the Circular; (ii) the information supplied by the Company and its advisers; (iii) the opinions expressed by and the representations of the Directors and the management of the Group; and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in the Circular were true, accurate and complete in all respects at the date thereof and may be relied upon. We have no reason to doubt the truth, accuracy and completeness of such information and representations provided to us by the management of the Group, the Directors and the advisers of the Company. We have also sought and received confirmation from the Directors that no material facts have been withheld or omitted from the information provided and referred to in the Circular and that all information or representations regarding the Company and the Rights Issue and/or the Directors and the management of the Group are true, accurate, complete and not misleading in all respects at the time they were made and continued to be so until the date of the SGM for Rights Issue.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of the Company or any of its subsidiaries and associates. We consider that we have performed our duties with impartiality and independent from the Company.

The Independent Shareholders should note that, within the past two years up to the Latest Practicable Date, we, Convoy Capital, a corporation licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO, were engaged as an independent financial adviser by the Company for two occasions in relation to the (i) proposed grant of refreshed general mandate as detailed in the circular of the Company dated 20 August 2014 and (ii) the adjustments to other securities of the Company, including the Company's share option scheme adopted on 24 December 2007, the Convertible Notes, the Tranche II Performance Shares and the Shortfall Performance Shares, as a result of the Company's capital reorganisation effective in 2014. As at the Latest Practicable Date, the Group does not hold any shares of our holding company. Given (i) our independent role in that engagements; and (ii) our fees associated with that engagement represented an insignificant percentage of the revenue of our parent group, we consider that engagement would not affect our independence to form our opinion in respect of the Rights Issue.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, we have taken into consideration the following factors and reasons:

1. Background of the Group

According to the Letter from the Board, the Group is principally engaged in (i) research and development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement (the "**Software Business**"), (ii) provision of website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business (the "**Money Lending Business**"), (v) provision of insurance and Mandatory Provident Fund Schemes brokerage services (the "**Insurance and MPF Schemes Brokerage Business**") and (vi) provision of corporate management solutions and information technology (the "**IT**") contract services.

Set out below is the financial summary of the Group for the two years ended 31 December 2014 as extracted from the annual report of the Company for the year ended 31 December 2014 (the "**2014 Annual Report**"):

	For the year ended 31 December	
	2014	**2013**
	(audited)	(audited)
	HK$'000	*HK$'000*
Turnover	234,293	92,105
Total consolidated profit/(loss) for the year attributable to:		
Owners of the Company	52,737	(207,410)
Non-controlling interests	36,242	24,234

	As at 31 December	
	2014	**2013**
	(audited)	(audited)
	HK$'000	*HK$'000*
Non-current assets	698,085	653,941
Current assets	244,304	96,813
Current liabilities	167,921	92,003
Net current assets	76,383	4,810
Non-current liabilities	6,592	69,497
Net assets	767,876	589,254
Equity attributable to owners of the Company	726,352	553,756

As set out in the 2014 Annual Report, the Group recorded turnover of approximately HK$234.3 million (2013: approximately HK$92.1 million), increased by approximately 154.4% year over year. For the year ended 31 December 2013, the Group completed the acquisition of 50.5% of the issued share capital of Apperience Corporation (''**Apperience**'') (the ''**Acquisition**''), enabling the Group to establish its foothold in the international IT market. The total turnover of the Software Business was approximately HK$144.2 million in 2014 (2013: approximately HK$89.8 million). The turnover for 2014 was mainly contributed by the Software Business and the Insurance and MPF Schemes Brokerage Business as to approximately HK$76.5 million (2013: HK$Nil). Regarding the Money Lending Business, it made positive progress in its development and became one of the sources for the Group's profit in 2014. The segment profit and its loan interest income amounted to approximately HK$1.0 million (2013: approximately HK$44,000) and approximately HK$1.1 million (2013: approximately HK$0.1 million) respectively in 2014. The outstanding principal amount of loan receivables as at the Latest Practicable Date was approximately HK$16.0 million.

The total consolidated profit attributable to owners of the Company amounted to approximately HK$52.7 million for the year ended 31 December 2014 (2013: Loss of approximately HK$207.4 million). The Group recorded a net profit of approximately HK$89.0 million for 2014 (2013: Net loss of approximately HK$183.2 million). The change from a net loss to a net profit position was mainly due to (i) the operating profit of approximately HK$69.5 million in 2014 contributed by the Apperience and its subsidiaries (collectively, the ''**Apperience Group**''), which is principally engaged in the research and development, distribution of software for personal computer performances, anti-virus software, mobile applications and toolbar advertisement; (ii) the gain of approximately HK$57.3 million in 2014 arising on change in the fair value of performance shares for settling a part of purchase consideration in relation to the Acquisition, which was completed on 31 March 2013; and (iii) the absence of impairment loss on goodwill in relation to the Acquisition for 2014 while the impairment loss on goodwill of approximately HK$257.5 million was incurred by the Group in 2013 despite that the net profit was partially offset by the impairment loss on listed securities investment of approximately HK$20.7 million for 2014.

As at 31 December 2014, the Group had non-current liabilities of approximately HK$6.6 million (2013: approximately HK$69.5 million), decreased by approximately HK$62.9 million as compared with previous year. This was mainly contributed by the issue of the performance shares and conversion of convertible notes of approximately HK$52.5 million and approximately HK$12.7 million in 2014. The current liabilities increased by approximately HK$75.9 million from 2013 to 2014, which was mainly caused by the increase of trade payables and deposits received by approximately HK$37.1 million and approximately HK$38.0 million respectively in 2014. In addition, the Group had net assets of approximately HK$767.9 million and a gearing ratio (calculated on the basis of total liabilities to total assets) of approximately 0.185 as at 31 December 2014. As for the increase in net assets of approximately HK$178.6 million, it was mainly due to the dramatic rise in current assets of approximately HK$147.5 million including the increase in cash and cash equivalents, trade receivables and inventories of approximately HK$78.5 million, approximately HK$46.9 million and approximately HK$14.8 million respectively.

We have reviewed the annual report of the Company for the year ended 31 December 2013 and noted that the Group will strive on the IT market. During 2013, Apperience leveraged its strength in the growth areas of software and mobile applications, continuously upgrading its existing products while developing new products to keep up with the latest IT trends. The Apperience Group is principally engaged in the research and development, distribution of software for personal computer performance and security as well as mobile applications which are available for download by customers through internet worldwide. The Apperience Group focuses on the development and sale of mobile phone applications, downloadable via mobile phones by customers. Its different major types of system utility software help users to (i) protect their personal computers from spyware and virus, (ii) detect and solve issues regarding computer security and (iii) enhance systems' performance. The Group enjoyed financial growth through its business expansion into the Software Business, which alone accounted for approximately 97.5% of the total turnover of the Group in 2013. As stated in the 2014 Annual Report, the Group expects that customers' pursuit for the enhancement in IT performance and anti-virus software will continue to grow because of the generation with skilful knowledge and modernised technology. The Group intends to expand its business by developing its Insurance and MPF Schemes Brokerage Business and Money Lending Business. The proposed acquisition of Trendmode Holdings Limited ("**Trendmode**") represents an opportunity for the Group to expand the scale of its business in the insurance and MPF schemes brokerage services market. The Group also considers that setting up a subsidiary to carry on Type 1 regulated activity (dealing in securities) under the SFO will broaden the Group's revenue base by diversifying into the securities trading business and enable the Group to offer a comprehensive range of financial-related services to its customers in addition to the Insurance and MPF Schemes Brokerage Business. The Group will continue to enhance its Money Lending Business in providing secured and/or unsecured loans to customers comprising individuals and corporations. The money lending industry remains highly competitive amid a continuing challenging environment in Hong Kong. However, as the Group considers that there is continuing demand for landed property in Hong Kong, it intends to focus on providing mortgage refinancing services and expects to benefit from such business. The Group will continue to enhance the quality of its current products and services, diversify its business and look for new potential investment opportunities to bring greater returns to its shareholders.

We noted that the Company had conducted a placing of new Pre-Capital Reorg Shares (the "**Placing**") as announced on 6 October 2014 and 17 October 2014 raising net proceeds of approximately HK$37.2 million. The net proceeds of approximately HK$19.2 million was used as general working capital of the Group and approximately HK$18 million was used for the consideration of 100% of issued share capital of Wafer Systems (Hong Kong) Limited (the "**Wafer Systems**") on 31 December 2014. It was principally engaged in the network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the PRC. The Company had not raised any other funds by equity issue in the past 12 months immediately preceding the Latest Practicable Date.

2. Reasons for the Rights Issue and use of proceeds

Details on the reasons for and benefits of the Rights Issue considered by the Company are set out in the section headed "Reasons for the Rights Issue and Use of Proceeds" in the Letter from the Board.

A. The Company's cash position

We were given to understand that, as at 31 December 2014, the consolidated cash and bank balances of the Group amounted to approximately HK$148.9 million.

On 2 February 2015, the Group entered into a memorandum of understanding to acquire the entire issued share capital of Trendmode, the subsidiaries of which are principally engaged in the provision of (1) general insurance and long term (including linked long term) insurance and Mandatory Provident Fund schemes brokerage services and (2) consulting services (including business referral services) in Hong Kong. The Group has paid HK$10 million as refundable deposit to Trendmode. On 1 April 2015, the Group then entered into a sale and purchase agreement in relation to this acquisition at a maximum consideration of HK$52 million (subject to adjustments). As at the Latest Practicable Date, the acquisition has not yet completed. Details of which are disclosed in the Company's announcements dated 2 February 2015 and 1 April 2015.

On 12 March 2015, the Group signed a sale and purchase agreement to acquire 51% of the issued share capital of GEO Finance Limited ("**GEO Finance**"), which is a company incorporated in Hong Kong with limited liability and is engaged in Money Lending Business, at a cash consideration of HK$255,000. The completion of the acquisition took place immediate after signing of the sale and purchase agreement.

We have reviewed and discussed with the management of the Group regarding its working capital forecast in relation to the capital needs of the Company. As at 31 December 2014, the consolidated cash and bank balances of the Group amounted to approximately HK$148.9 million. Then, the Group paid the deposit of HK$10 million for the Company's major and connected transaction announced on 1 April 2015 (assuming it will be carried out), and the Group has utilised its cash and cash equivalent during the relevant two months mainly for (i) the research and development cost in Software Business and (ii) general working capital for securities investment business. Other than the HK$10 million mentioned above, the cash and cash equivalent during the period from 1 January 2015 to 28 February 2015 was not used for the items mentioned under the paragraph headed "Use of proceeds of the Right Issue" of this letter. The cash and cash equivalent balance of the Group as at 28 February 2015 therefore was approximately HK$123.2 million. Such balance is intended to be used for the general working capital of the Group, which includes settlement of their current liabilities of approximately HK$162.1 million. Such current liabilities were mainly comprised of trade payables of approximately HK$45.0 million (in which more than 75% are under the credit terms of less than three months, based on the date of receipt of goods/services) and current tax liabilities of approximately HK$57.3 million) as at 28 February 2015 based on the unaudited consolidated management account of the Company.

After reviewing the working capital forecast of the Group and given its net current assets position, we concur with the view of the Directors that the working capital available to the Group is sufficient for the Group's requirements of its normal business operations for at least twelve months from the date of the Circular, even if the Rights Issue will not proceed. Proceeds from the Rights Issue are therefore for its diversification and further expansion of its existing business scale as disclosed in the paragraph headed "Use of proceeds of the Rights Issue" of this letter.

Given high level of current liabilities of the non-wholly owned subsidiaries of the Company, the Group would retain the current cash and cash equivalent balance to settle its liabilities and maintain its liquidity. In addition, the current assets of the non-wholly owned subsidiaries of the Company, excluding the cash and cash equivalent balance, would not immediately be converted to cash and cash equivalent for the settlement of liabilities. Without the proceeds from the Rights Issue, it may not be sufficient for the Company to diversify its businesses by setting up a company licensed to carry on Type 1 regulated activity under the SFO and further expansion of Money Lending Business and Insurance and MPF Schemes Brokerage Business. Therefore, we concur with the Directors' view that the Group requires funding for the diversification of the aforesaid businesses, both of which are capital intensive in nature.

Considering the above, we are of the view that it is prudent for the Group to strengthen its financial position with equity financing, including but not limited to the Rights Issue.

B. Use of proceeds of the Rights Issue

As disclosed in the Letter from the Board, the aggregate gross proceeds from the Rights Issue will be approximately HK$205.2 million and the aggregate net proceeds of the Rights Issue, after deduction of expenses, are estimated to be approximately HK$196.7 million, representing a net issue price of approximately HK$0.336 per Rights Share. The Company intends to apply (i) approximately HK$20 million of the net proceeds for funding the incorporation of a company in Hong Kong and to be wholly-owned by the Group to carry on Type 1 regulated activity under the SFO, details of which are disclosed in the announcement of the Company dated 2 February 2015; (ii) approximately HK$50 million of the net proceeds for funding the Money Lending Business; (iii) approximately HK$80 million of the net proceeds for future potential acquisitions or investments which are related to Insurance and MPF Schemes Brokerage Business, in which approximately HK$42 million of the net proceeds potentially used for the acquisition of Trendmode; (iv) approximately HK$36 million of the net proceeds for future potential acquisition of properties; and (v) approximately HK$10.7 million of the net proceeds for general working capital of the Group. Among approximately HK$80 million of the net proceeds for Insurance and MPF Schemes Brokerage Business, 52.5% of such proceeds will be intended to use for funding the consideration of the acquisition of Trendmode and the remaining 47.5% will be intended to use for financing future potential investments. Further details on the use of proceeds are set out in the Letter from the Board.

As advised by the management of the Company, the Directors consider that by funding the incorporation of a company licensed to carry on Type 1 regulated activity under the SFO, the expansion of the money lending business and the potential acquisitions or investments with the proceeds of the Rights Issue, the financial position of the Group will be strengthened. The improved financial condition, coupling with the improved gearing ratio, will enhance the Group's existing and potential business expansions.

C. Prospects of the Group

We have reviewed the 2014 Annual Report and noted that the Group had been making effort to further boost its strategic role of business diversification through a number of acquisitions.

In 2014, the Group has completed the acquisition of the entire issued share capital of e-Perfect IT Limited, a company incorporated in Hong Kong, which, together with its subsidiary, are principally engaged in the provision of corporate management solutions and IT contract services in Hong Kong and the PRC.

In addition, the Group intends to incorporate the subsidiary in Hong Kong, subject to the obtaining of all requisite licences, permits and/or approval by the Group and/or the subsidiary from relevant regulatory authority including the SFC, to carry on Type 1 regulated activity under the SFO in Hong Kong. It is expected that the amount of investment in the subsidiary will be HK$20 million, which will be used as the initial working capital of the subsidiary. Details of which are disclosed in the Company's announcement dated 2 February 2015.

Citi Profit Finance Limited, an indirect wholly-owned subsidiary of the Company, was granted a money lenders licence by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) on 24 September 2013. On 12 March 2015, the Group signed a sale and purchase agreement to acquire 51% of the issued share capital of 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, at a consideration of HK$255,000 which enables the Group to offer a new type of products to its clients. 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). We understand from the management of the Company that the funding could strengthen the Money Lending Business and thus gain new opportunities.

Regarding the development of the Insurance and MPF Schemes Brokerage Business, the Group completed the acquisition of the entire issued share capital of GET Mdream Wealth Management Limited ("**GET Mdream**"), which is a registered member of the Professional Insurance Brokers Association to carry out long term (including linked long term) insurance and general insurance lines of business, at a consideration of approximately HK$1 million on 2 April 2014. GET Mdream is principally engaged in Insurance and MPF Schemes Brokerage Business in Hong Kong. Details of the acquisition were set out in the Company's announcements dated 28 March 2014 and 2 April 2014. On 7 July 2014, the Group entered into a subscription agreement with Prosperous Glory Asia Limited as subscriber in relation to the subscription of 49% of the enlarged share capital of GET Mdream after the completion of the subscription at an aggregate consideration of approximately HK$2 million. The completion of the subscription took place immediately after the signing of the subscription agreement. After the subscription, GET Mdream is owned as to 51% by the Group and 49% by Prosperous Glory Asia Limited.

According to the Company's announcement dated 2 February 2015, the Group also entered into a memorandum of understanding to acquire the entire issued share capital of Trendmode, the subsidiaries of which are principally engaged in the provision of insurance brokerage services and consulting services in Hong Kong. On 1 April 2015, the Group then entered into a sale and purchase agreement in relation to this acquisition at a maximum consideration of HK$52 million (subject to adjustment). Details of which are set out in the announcement of the Company dated 1 April 2015. As advised by the management of the Company, the Insurance and MPF Schemes Brokerage Business is still at development stage, further capital can allow the Group to capture new business opportunities.

The Directors are of the opinion that, the Group established a strong corporate position in the software industry and acquired new professional skills in the IT field. The Group is now engaged in various aspects of the IT industry ranging from research and development, progression to the final distribution of software for personal computer performances, anti-virus software, mobile applications and toolbar advertisements. As advised by the management of the Company, the Group is confident that it can gain new momentum and business opportunities for various businesses including but not limited to securities service, Money Lending Business and Insurance and MPF Schemes Brokerage Business.

The setting up of a company licensed to carry on Type 1 regulated activity under the SFO will enable the Group to offer more comprehensive financial services to its customers in addition to the provision of Insurance and MPF Schemes Brokerages Business. With the implementation of Shanghai-Hong Kong Stock Connect in November 2014, the Group is very confident in the market prospects and expects that the trade volume of both stock markets in Shanghai and Hong Kong will go up in the long term. It is expected that such new business will only come into operation in early 2016. As at the Latest Practicable Date, the subsidiary in Hong Kong has not been incorporated. We have made reference to the monthly market highlights released on the Stock Exchange website that average daily turnover of the securities market increased from approximately HK$66.7 billion for the first two months ended 28 February 2014 to approximately HK$84.3 billion for the first two months ended 28 February 2015, representing an approximately 26.3% increase in the corresponding year. According to the monthly bulletin issued on the Stock Exchange website, the total market value of listed securities on the Stock Exchange increased from approximately HK$22,892 billion in March 2014 to approximately HK$26,054 billion in February 2015, representing an approximately 13.8% increase. Such increasing trend in these two figures in the securities market indicates the Hong Kong securities market is growing in size, and that in turn benefit the securities related business that the Group wishes to expand into.

Regarding on the Money Lending Business, the Group intends to use the net proceeds from the Rights Issue in providing secured and/or unsecured loans and further developing the market of subordinate property mortgage loan. We have studied the websites of the Hong Kong Police Force (the "**HKPF**") and Companies Registry as money lenders are monitored by the HKPF which is responsible for enforcing the Money Lenders Ordinance, investigation on complaints against money lenders, and licensed with the Companies Registry which is responsible for processing applications for money lenders licences, renewal of licences, endorsement on licences, as well as maintaining a register of money lenders for inspection by members of the public. We were unable to identify industry statistics or figures for the money lending industry. Besides, we have also studied the website of the Licensed Money Lenders Association Ltd., an industry trade group, which does not provide any useful industry statistics or figures on its website. As a result, we have made reference to the figures published by the Hong Kong Monetary Authority (the "**HKMA**") in relation to loans to customers by authorised institutions in Hong Kong. Although money lenders are in a different category as authorised institutions, we believe such figures illustrate the general trend of the credit markets in Hong Kong and enable us to assess the general condition of the credit markets in which the Group participates in. According to the HKMA's 2013 annual report, the total loans to customers by authorised institutions grew from approximately HK$3,288 billion in 2009 to approximately HK$6,457 billion in 2013. This amount increased by approximately 16.0% from 2012 to 2013. The emphasis on easy and flexible application and high quality of service all drive demand for both personal and commercial loans from licensed money lenders. The growth of total loans and advances outstanding by licensed money lenders is expected to increase constantly. As such, the Group considers that there is certain demand on the money lending in Hong Kong and thus, the Group's Money Lending Business would benefit therefrom.

In relation to the Insurance and MPF Schemes Brokerage Business, we have studied the website of Professional Insurance Brokers Association, which is responsible for licensing and self-regulating of insurance members, and we were not able to find out any industry statistics for the insurance business. Furthermore, we have studied the website of The Office of the Commissioner of Insurance (the "**OCI**"). The OCI is responsible for administration of the legislation governing the operation of insurance companies and insurance intermediaries in Hong Kong while the Insurance Authority is responsible for supervision of the insurance industry. According to the statistics released by the OCI, the total gross premiums of the Hong Kong insurance industry increased by approximately 13.7% to approximately HK$299.5 billion in 2013. In addition, the gross and net premium of the general insurance business increased by approximately 6.6% to approximately HK$41.8 billion and approximately 6.9% to approximately HK$28.9 billion respectively in 2013 when compared with 2012. These indicate the insurance industry is expanding, which is beneficial to the Group.

We concur with the Directors' view that it would be beneficial for the Group to diversify its businesses and explore business opportunities for expansion into existing segments including Money Lending Business and Insurance and MPF Schemes Brokerage Business. We are of the view that the Rights Issue could strengthen the Group's financial position, thereby better preparing it for further developing its business in order to achieve turnaround of the Group's financial performance.

The management of the Company has informed us that they believe it would be prudent to maintain a sufficient level of cash balance to satisfy the diversification approach of the Group. We understand from the management of the Company that the funding to be generated from the Rights Issue will enhance the Group's ability in meeting its financial needs including funding the proposed incorporation of a company licensed to carry on Type 1 regulated activity under the SFO, the expansion of the money lending business and the potential acquisitions or investments in respect of the expansion of the Group's businesses and obligations.

Having considered the information provided by the Company, our review and analysis mentioned above, and (i) it is the strategy of the Group to diversify its businesses; (ii) the possible prospects of the Money Lending Business and the Insurance and MPF Schemes Brokerage Business as advised by the management of the Company; and (iii) the Rights Issue represents an opportunity to raise fund at a reasonable cost for funding its diversified businesses, we concur with the view of the Directors that the Rights Issue helps the Group raise funds in funding its investment plans including but not limited to the proposed incorporation of a company licensed to carry on Type 1 regulated activity under the SFO, the expansion of the Money Lending Business and the potential acquisitions or investments and is in the interests of the Company and the Shareholders as a whole.

3. Principal terms of the Rights Issue

The Company proposed to raise approximately HK$205.2 million before expenses by issuing 586,237,461 Rights Shares (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date) on the basis of three Rights Shares for every one New Share held on the Record Date at the Subscription Price of HK$0.35 per Rights Share. The estimated net proceeds from the Rights Issue will be approximately HK$196.7 million (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date and after the deduction of underwriting commission, professional fees and printing charges and other miscellaneous expenses of approximately HK$8.5 million payable to the Underwriter, legal advisers, auditor, printing company and branch share registrar). The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date and up to the Record Date) will be approximately HK$0.336.

As at the Latest Practicable Date, there were Tranche II Performance Shares and the Shortfall Performance Shares (i.e. up to an aggregate of 18,420,496 New Shares) which may be allotted and issued by the Company in or around June 2015. As the allotment and issue of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will take place after the Record Date, the holder(s) of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will not qualify for the Rights Issue.

Save as aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into shares of the Company as at the Latest Practicable Date.

Rights Shares:

The 586,237,461 Rights Shares (of an aggregate nominal value of HK$5,862,374.61) to be allotted and issued under the Rights Issue represent (i) 300% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) 75% of the existing issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares (assuming that there is no further change in the issued share capital of the Company from the Latest Practicable Date and up to completion of the Rights Issue).

Subscription Price:

As stated in the Letter from the Board, the Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to the market price of the Pre-Capital Reorg Shares under the prevailing market conditions.

The Subscription Price of HK$0.35 per Rights Share represents:

(i) a discount of approximately 70.6% to the closing price of HK$1.19 per New Share as at the Latest Practicable Date;

(ii) a discount of approximately 59.8% to the theoretical closing price of HK$0.87 per New Share, based on the closing price of HK$0.087 per Pre-Capital Reorg Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(iii) a discount of approximately 61.5% to the average theoretical closing price of HK$0.908 per New Share, based on the average closing price of HK$0.0908 per Pre-Capital Reorg Share as quoted on the Stock Exchange for the five consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(iv) a discount of approximately 64.9% to the average theoretical closing price of HK$0.997 per New Share, based on the average closing price of HK$0.0997 per Pre-Capital Reorg Share as quoted on the Stock Exchange for the 10 consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(v) a discount of approximately 27.1% to the theoretical ex-rights price of HK$0.48 per New Share, based on the closing price of HK$0.087 per Pre-Capital Reorg Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

(vi) a discount of approximately 91.1% to the audited consolidated net asset value of the Company for the year ended 31 December 2014 of HK$3.93 per New Share; and

(vii) a discount of approximately 37.5% to the theoretical ex-rights price of HK$0.56 per New Share, based on the closing price of HK$1.19 per New Share as quoted on the Stock Exchange on the Latest Practicable Date.

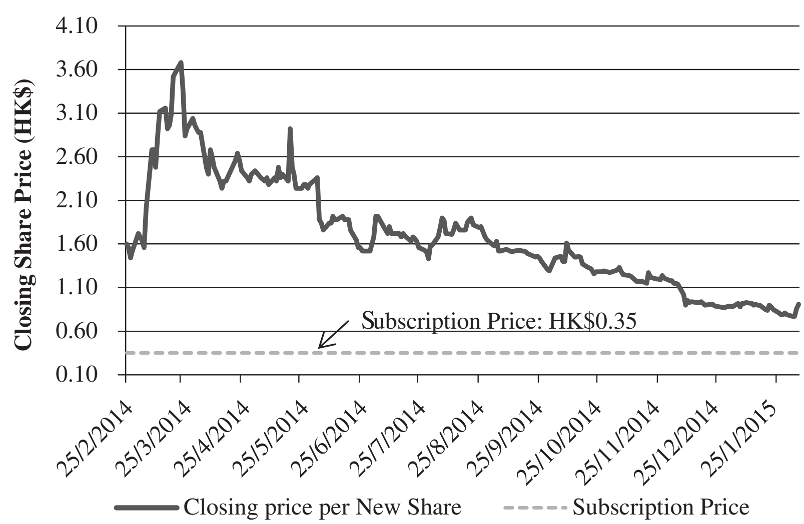
The Directors (including the independent non-executive Directors) consider that the discount of Subscription Price, which would encourage and attract the Shareholders to participate in the Rights Issue and accordingly maintain their pro-rata shareholdings in the Company and participate in the future growth of the Group, and that the terms of the Rights Issue (including the rate of commission) are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

In assessing the fairness and reasonableness of the Subscription Price, we have reviewed the historical New Shares price performance and trading volume of the shares. We have also conducted a comparable analysis through identifying companies listed on the Stock Exchange which announced to issue the rights shares. Detailed analyses are set out below:

(i) Historical New Shares price performance review

We have reviewed the historical trading price of the Pre-Capital Reorg Shares for the period commencing from 25 February 2014, being the 12-month period prior to the Last Trading Day, up to and including the date of the Last Trading Day (the "**Review Period**"). The chart below shows the daily adjusted closing price of the New Shares (adjusted taking into account the effect of the Capital Reorganisation) for the Review Period against the Subscription Price.

Closing price per New Share on the Stock Exchange



Source: The website of the Stock Exchange (www.hkex.com.hk)

Note: Trading in the Pre-Capital Reorg Share was suspended on 3 November 2014.

During the Review Period, the lowest adjusted closing price was HK$0.77 per New Share on 2 February 2015 and 3 February 2015 respectively and the highest adjusted closing price was HK$3.68 per New Share on 25 March 2014 and the adjusted closing New Share prices were traded above the Subscription Price throughout the entire Review Period. The daily adjusted average closing price per New Share for the Review Period was approximately HK$1.66. The Subscription Price represents a discount of approximately 78.9% to the daily adjusted average closing price per New Share for the Review Period. After the date of the Last Trading Day (i.e. 27 February 2015), the New Shares were traded above HK$0.35 up to and including the Latest Practicable Date with an closing price of HK$1.19 on the Latest Practicable Date.

In view of the downward trend demonstrated by the historical movement of the New Share price, we consider that the setting of the Subscription Price at a lower level is reasonable. Furthermore, it is common market practice to issue rights shares at a discount to the market price of the relevant shares in order to entice subscription by their shareholders. Having considered that the Rights Issue is available to all of the Qualifying Shareholders providing them with an equal chance in participating in the Rights Issue, we are of the view that the setting of the Subscription Price for Rights Share at a discount to the average closing price of the New Shares during the Review Period to be fair and reasonable.

(ii) Historical shares trading volume review

We set out below the monthly trading volume, the average daily number of shares of the Company traded per month expressed in (i) number of shares of the Company; and (ii) a percentage to the total number of outstanding shares of the Company in issue; and (iii) total number of outstanding shares of the Company at the end of their respective month till the Last Trading Day:

Month	**Total monthly trading volume** *(in number of shares)*	**Approximate average daily trading volume (the "Average Trading Volume")** *(in number of shares) (Note 5)*	**Total number of outstanding shares at the end of each respective month** *(in number of shares)*	**Percentage of Average Trading Volume to total number of outstanding shares** *(Approximate %)*
2014				
February *(Note 1)*	891,580,002	222,895,001	4,925,620,935	4.53
March	11,875,687,049	565,508,907	4,925,620,935	11.48
April	2,358,291,186	117,914,559	4,925,620,935	2.39
May	6,550,100,548	327,505,027	4,925,620,935	6.65
June	2,303,213,453	115,160,673	5,641,143,653	2.04
July *(Note 2)*	909,087,311	41,322,151	1,596,332,413	2.59
August	633,617,591	30,172,266	1,596,332,413	1.89
September	304,240,285	14,487,633	1,596,332,413	0.91
October	343,468,495	16,355,643	1,954,124,877	0.84
November *(Note 3)*	446,220,800	23,485,305	1,954,124,877	1.20
December	193,778,001	9,227,524	1,954,124,877	0.47
2015				
January	107,020,003	5,096,191	1,954,124,877	0.26
February *(Note 4)*	420,347,669	28,023,178	1,954,124,877	1.43

Source: The website of the Stock Exchange (www.hkex.com.hk)

Notes:

(1) From 25 February 2014 to 28 February 2014

(2) The capital reorganisation was effective on 18 July 2014 following the relevant resolution duly passed at the special general meeting on 17 July 2014. Every four unissued and issued shares of HK$0.10 each were consolidated into one consolidated share of HK$0.40 each.

(3) Trading in the Pre-Capital Reorg Share was suspended on 3 November 2014

(4) From 1 February 2015 to the Last Trading Day

(5) Average Trading Volume is calculated by dividing the total trading volume of the shares for the month/period by the number of trading days during the month/period

As illustrated from the table above, during the Review Period, the Average Trading Volume as a percentage of the total number of outstanding shares ranged from approximately 0.3% to approximately 11.5%. We note that the Average Trading Volume of the shares accounted for only a small portion (less than 2%) of the total number of outstanding shares at the end of each respective month since August 2014. Based on the above, we do not consider the trading of the shares as active during the Review Period. We concur with the Directors that setting the Subscription Price at a discount to market price so as to enhance attractiveness of the Rights Issue.

(iii) Comparison of the other subscription prices

Based on the information available from the Stock Exchange's website, we have identified, after taken reasonable efforts, an exhaustive list of 10 of the rights issues announced by companies listed on the Main Board or GEM of the Stock Exchange within the 3-month period up to and including the Last Trading Day (the "**Comparables**"). We have adopted the 3-month period for selection of the Comparables so as to provide, in our opinion, a reasonable and meaningful number of samples for the purpose of our analysis. If a longer period (e.g. 6 months) was used, that would have generated too many comparables making the analysis less meaningful. Also, extending the period covered would also make some of the earlier comparables too distant in time which would not have taken into account recent events that occurred in the dynamic financial markets. We also noted that the business activities of the Comparables are not directly comparable to those carried out by the Group and the terms of the rights issue of the Comparables may vary from companies with different financial standings, business performance and future prospects. We consider the differences between the Company and the Comparables are not material in conducting our analysis. Since the Comparables are the most recent rights issue transactions announced to the public, we consider that the Comparables could represent the recent trend of the rights issue transactions in the prevailing market condition and could provide a general reference for the terms of the Rights Issue even though we have not conducted any in-depth investigation into their respective business activities. We are of the view that the Comparables are fair and representative. Details of the Comparables are summarised in the following table:

Company (stock code)	**Date of announcement**	**Basis of entitlement**	**Premium/ (Discount) of subscription price over/to the closing price on the last trading day** *(Approximate %)*	**Premium/ (Discount) of subscription price over/to the theoretical ex-rights price on the last trading day** *(Approximate %)*	**Maximum dilution** *(Approximate %)*	**Underwriting commission** *(Approximate %)*
Hsin Chong Construction Group Ltd. (404)	27 November 2014	3 for 10	6.4	4.8	23.1	2.0
Shenyin Wanguo (H.K.) Limited (218)	28 November 2014	1 for 2	(52.1)	(42.0)	33.3	— *(Note 1)*
Kantone Holdings Limited (1059)	28 November 2014	3 for 10	14.9	11.1	23.1	2.5
China Jinhai International Group Limited (139) *(Note 2)*	8 December 2014	6 for 1	(89.1)	(54.0)	85.7	3.0
Evershine Group Holdings Limited (8022)	12 December 2014	1 for 2	(4.8)	(3.2)	33.3	2.5
Petro-King Oilfield Services Limited (2178)	24 December 2014	1 for 7	(26.3)	(23.8)	12.5	2.0
China Agri-Products Exchange Limited (149)	8 January 2015	8 for 1	(82.5)	(34.4)	88.9	2.5
Easyknit Enterprises Holdings Limited (616)	2 February 2015	20 for 1	(85.6)	(21.7)	95.2	1.0
Get Nice Holdings Limited (64)	17 February 2015	1 for 2	(21.1)	(15.2)	33.3	1.0
Shanghai Tonva Petrochemical Co., Ltd. (1103) *(Note 3)*	17 February 2015	4.5 for 10	(6.0)	(4.3)	31.0	1.0
Maximum			14.9	11.1	95.2	3.0
Minimum			(89.1)	(54.0)	12.5	1.0
Average			(34.6)	(18.3)	46.0	1.9
The Company		3 for 1	(59.8)	(27.1)	75.0	3.5

Source: The website of the Stock Exchange (www.hkex.com.hk)

Notes:

(1) The underwriter is a connected person with this selected company and hence no underwriting commission was charged.

(2) The effect of the bonus warrant issue of bonus warrants on the basis of one bonus warrant for every six rights shares taken up under the rights issue is not included in the above analysis. For illustrative purposes only, the discount of exercise price of each bonus warrant to the closing price on the last trading day was approximately 92.75%.

(3) For the purpose of our analysis, the issue of domestic share rights issue is not included in our calculation and analysis.

As illustrated in the table above, the premium/discount which the subscription prices of the Comparables represented over/to (i) the relevant closing prices on the last trading days ranged from a discount of approximately 89.1% to a premium of approximately 14.9% (the "**LTD Market Range**") with the average being a discount of approximately 34.6%; and (ii) the theoretical ex-rights price on the last trading days ranged from a discount of approximately 54.0% to a premium of approximately 11.1% (the "**TERP Market Range**") with the average being a discount of approximately 18.3%. The Subscription Price, which represents a discount of approximately 59.8% to the closing price of the New Shares on the Last Trading Day and a discount of approximately 27.1% to the theoretical ex-rights price per New Share on the Last Trading Day, falls within the range of the Comparables.

We have taken into account that (i) the closing price per New Share in the Review Period as discussed above demonstrated an overall declining trend; (ii) the trading of the shares is inactive since August 2014; (iii) lack of response from the underwriters to take up the underwriting commitment of the Underwritten Shares as discussed below and (iv) the fluctuation of the net profit or loss of the Group. The Group recorded a net loss of approximately HK$26.6 million and approximately HK$183.2 million in 2012 and 2013. Despite the financial performance reversed in 2014, by recording a net profit of approximately HK$89.0 million, the segment results from the Software Business, which is the major business segment of the Group, fluctuated dramatically from a loss of approximately HK$201.7 million in 2013 (mainly caused by the impairment loss on goodwill of approximately HK$257.5 million) to a profit of approximately HK$80.9 million in 2014, we therefore of the view that the segment result of the Software Business has been volatile over the past two years. The Directors therefore believe and we concur that the discount to the Subscription Price and the dilution effect of the Rights Issue above the average figures are reasonable so as to make the Rights Issue more attractive to the Qualifying Shareholders.

Having considered (i) the Subscription Price was determined at after arm's length negotiations between the Company and the Underwriter; (ii) the factors discussed in the paragraphs headed "Historical New Shares price performance review" and "Historical shares trading volume review" above; (iii) the discount would attract the Qualifying Shareholders to participate in the Rights Issue; (iv) all Qualifying Shareholders are offered an equal opportunity to participate in the Rights Issue and to take up their entitlements in full at the same price to maintain their shareholding interests in the Company and participate in the future growth of the Group; and (v) the discounts represented by the Subscription Price to the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation fall within the LTD Market Range and the TERP Market Range, we concur with the Directors that the Subscription Price is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we consider that the discount of the Subscription Price to the prevailing market share price of the Company is acceptable.

4. Underwriting arrangements

Pursuant to the Underwriting Agreement, the Underwriter will receive an underwriting commission calculated as 3.5% of the aggregate Subscription Price of the Underwritten Shares actually issued as determined on the Record Date. The Underwriter and its ultimate beneficial owner are independent of and not connected with the Company and its connected person and its ordinary course of business includes underwriting.

As illustrated in the analysis set out in paragraph headed "Comparison of the other subscription prices" of this letter, the underwriting commission charged by the respective underwriters of the selected companies ranged from 1% to 3% on funds raised. The commission rate charged by the Underwriter of 3.5% falls above the range of that of the selected companies. We were informed by the Directors that the Group has considered to appoint several underwriters for the Rights Issue. Nevertheless, there was a lack of positive response from them and the Company cannot find an underwriter for the Rights Issue at equal or better terms. The Directors also confirmed that the terms of the Underwriting Agreement are made on an arm's length basis and are on normal commercial terms which are not unfavourable than terms available from other third parties. Furthermore, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules). Based on the above, we do not see any incentive for the Company to negotiate terms that are unfavorable to itself or the Group for the Underwriter's benefit. We are of the view that the underwriting commission paid to the Underwriter is fair and reasonable.

We have also reviewed other major terms of the Underwriting Agreement including, but not limited to, the payment terms, the termination of the Underwriting Agreement and conditions of the Underwriting Agreement (details of which are set out in the Letter from the Board) and we are not aware of any term which is unusual. As such, we are of the view that the terms of the Underwriting Agreement are fair and reasonable so far as the Independent Shareholders are concerned.

5. Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for, (i) Rights Shares representing the entitlement of the Excluded Shareholders and which cannot be sold at a net premium; (ii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders; and (iii) the aggregation of the fractional entitlements of the Qualifying Shareholders which are not sold by the Company in the market as described in the paragraph headed "Fractions of the Rights Shares" in the Letter from the Board. Application may be made by completing the EAF for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Board will allocate the excess Rights Shares at its discretion on a fair and equitable basis, in proportion to the number of excess Rights Shares being applied for under each application, except that preference will be given to applications for less than a board lot of Rights Shares where it appears to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with intention to abuse the mechanism. Further details on the application for excess Rights Shares are also set out in the Letter from the Board.

6. Financial impact of the Rights Issue

Net assets value

According to the Letter from the Board, the estimated net proceeds from the issue of the Right Shares are approximately HK$196.7 million. Assuming that the completion of the Rights Issue had taken place on 31 December 2014, the net assets value attributable to owners of the Company as at 31 December 2014 would be increased from approximately HK$726.4 million to approximately HK$923.1 million as there would be an increase in the total assets and share capital of the Group due to the allotment and issue of the Right Shares of approximately HK$196.7 million.

The net assets value per Pre-Capital Reorg Share attributable to owners of the Company as at 31 December 2014 would be increased from approximately HK$0.372 to approximately HK$0.472 assuming that the completion of the Rights Issue had taken place on 31 December 2014.

Gearing ratio

According to the 2014 Annual Report, the total assets and total liabilities of the Group were approximately HK$942.4 million and approximately HK$174.5 million respectively. With reference to the Letter from the Board, the net proceeds from the issue of the Right Shares are approximately HK$196.7 million and the total assets of the Group as at 31 December 2014 would be increased from approximately HK$942.4 million to approximately HK$1,139.1 million assuming that the completion of the Rights Issue had taken place on 31 December 2014 whilst the total liabilities should remain the same. As such, the Group's gearing ratio (calculated on the basis of total liabilities to total assets) as at 31 December 2014 would be decreased from approximately 0.185 to 0.153 assuming that the completion of the Rights Issue had taken place on 31 December 2014.

Earnings

According to the 2014 Annual Report, the total consolidated profit attributable to the owners of the Company was approximately HK$52.7 million for the year ended 31 December 2014. As advised by the management of the Company, save for the expenses relating to the Rights Issue which are estimated to be approximately HK$8.5 million, the Rights Issue would not create any financial burden on the Group as it is of a one-off nature. The impact on the Group's profitability is limited.

7. Other financing alternatives

The Directors advised that they have considered alternative means for the Group to raise funds other than the Rights Issue, including but not limited to, other forms of fund raising activities such as debt financing. However, the Directors consider that bank borrowing will create additional finance cost on the Group and increase the gearing ratio of the Group. We concur with the Directors' view that equity financing is a prudent way to finance the Group's future business development.

The Directors have also considered the possibility of fund raising by way of share placement as an alternative to the Rights Issue. The Rights Issue is advantageous to Shareholders in the sense that it provides all Qualifying Shareholders an equal opportunity to participate in the enlargement of the capital base of the Company and at the same time allow them to maintain their proportionate interests in the Company, as opposed to a share placement which would involve an issue of New Shares and result in a dilution of existing Shareholders' interest. As such, the Directors consider the Rights Issue is a more desirable alternative.

Moreover, the Directors have considered the possibility of fund raising by open offer as an alternative to the Rights Issue. But unlike the Rights Issue, an open offer would not allow the Shareholders who do not want to participate in the fund raising of the Company to transfer or dispose of their nil-paid Rights Shares on the Stock Exchange. The Shareholders may receive a cash consideration provided that there are purchasers for such nil-paid Rights Shares. Thus, we concur with the Directors' view that given the circumstances the Rights Issue is the most appropriate means to raise fund and is beneficial to the Shareholders as a whole.

Having considered that (i) all Qualifying Shareholders are offered an equal opportunity to participate in the Rights Issue; and (ii) the Rights Issue is considered more preferable than other financing alternatives as explained above, we consider that the Rights Issue is an equitable means to raise capital for the Group.

Considering that the proceeds from the Rights Issue is intended to be applied for (i) the incorporation of a company licensed to carry on Type 1 regulated activity under the SFO, (ii) the expansion of the Money Lending Business and (iii) the potential acquisitions or investments; and the Rights Issue is an equitable means to raise capital for the Group having considered other financing alternatives, we concur with the Director's view that the Rights Issue is in the interests of the Group and the Shareholders as a whole.

8. Potential dilution to the shareholding of the Shareholders

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue and all Shareholders take up all the Rights Shares or the Underwriter takes up all the Rights Shares (assuming there is no Excluded Shareholder):

	As at the Latest Practicable Date		**Immediately after completion of the Rights Issue**			
			All Shareholders take up all the Rights Shares (assuming there is no Excluded Shareholder)		**The Underwriter, the Sub-Underwriter and the subscribers take up all the Rights Shares (assuming there is no Excluded Shareholder)**	
	No. of New Shares	*%*	*No. of New Shares*	*%*	*No. of New Shares*	*% (Note 4)*
The Underwriter *(Note 1)*	—	—	—	—	66,237,461	8.47
Individual 1 *(Note 2)*	—	—	—	—	20,000,000	2.56
Individual 2 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 3 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 4 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 5 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 6 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 7 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 8 *(Note 2)*	—	—	—	—	35,000,000	4.48
Individual 9 *(Note 2)*	—	—	—	—	35,000,000	4.48
Fordjoy Securities and Futures Limited ("**Sub-Underwriter**") *(Note 3)*	—	—	—	—	220,000,000	28.15
Public Shareholders	195,412,487	100.00	781,649,948	100.00	195,412,487	25.00
Total	195,412,487	100.00	781,649,948	100.00	781,649,948	100.00

Notes:

(1) Pursuant to the Underwriting Agreement, (a) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers (including any direct and indirect sub-underwriters) shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates; (b) the Underwriter will procure each of the subscribers (including any direct and indirect sub-underwriters) will not hold 10% or more of the voting rights of the Company immediately upon completion of the Rights Issue; and (c) the Underwriter will not, and will procure each of the subscribers (including any direct and indirect sub-underwriters) will not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 29.9% or more of the voting rights of the Company immediately upon completion of the Rights Issue.

(2) The Underwriter confirmed that each of the Individual 1 to Individual 9 is third party independent of, and not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates. The Underwriter further confirmed that each of the Individual 1 to Individual 9, the Underwriter, and the Sub-Underwriter is independent to each other. As at the Latest Practicable Date, each of the Individual 1 to Individual 9 has signed a sub-underwriting letter with the Underwriter to subscribe for the respective numbers of shares set out in the table above.

(3) The Sub-Underwriter is a licensed corporation under the SFO and is third party independent of, and not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates. As at the Latest Practicable Date, the Sub-Underwriter has entered into a sub-underwriting letter with the Underwriter to take up 220,000,000 New Shares.

Pursuant to such sub-underwriting agreement, (a) the Sub-Underwriter shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates; (b) the Sub-Underwriter will not hold 10% or more of the voting rights of the Company immediately upon completion of the Rights Issue; and (c) the Sub-Underwriter will not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 29.9% or more of the voting rights of the Company immediately upon completion of the Rights Issue. The Sub-Underwriter shall use all reasonable endeavours to procure that each of the subscribers shall observe and comply with the requirements in (a) to (c) above.

As at the Latest Practicable Date, the Sub-Underwriter has already placed an aggregate of 64,000,000 Rights Shares to three subscribers.

(4) The aggregate percentage may not add up to 100% due to rounding.

(5) Based on the review of the register of members of the Company as at the Latest Practicable Date, the Company is not aware of any Shareholder holding 10% or more of the New Shares as at the Latest Practicable Date.

As illustrated in the table above, the shareholding interests of the existing public Shareholders immediately after completion of the Rights Issue will be (i) remained the same (assuming that there is no Excluded Shareholder and all Shareholders take up all the Rights Shares); and (ii) diluted from 100% as at the Latest Practicable Date to approximately 25% upon the issue of the Right Shares (assuming that there is no Excluded Shareholder and the Underwriter, the Sub-Underwriter and the subscribers take up all the Rights Shares).

In pro-rata fund raising exercises such as a rights issue, the dilution to the shareholding of those qualifying shareholders who do not take up in full their assured entitlements under the rights issue is inevitable. However, unlike other equity fund raising alternative such as placing of New Shares where shareholding of existing Shareholders are immediately diluted, the Rights Issue at least provides an opportunity for existing Shareholders to maintain their shareholding in the Company. The extent of potential dilution depends mainly on the basis of entitlement under the rights issue since the higher offering ratio of new shares to existing shares is, the greater the potential dilution on the shareholding would be.

Taking into account (i) the factors as set out under the paragraphs headed "Reasons for the Rights Issue and use of proceeds" and "Other financing alternatives" in this letter and that the issue of Right Shares is beneficial to the Group in maintaining its liquidity position while releasing the Group from the liabilities and interest burden of other financing alternatives; and (ii) the capital base of the Company will be enlarged upon the issue of the Right Shares, we concur with the Directors' view that the dilution effect on the shareholding interests of the existing public Shareholders to be acceptable.

RECOMMENDATION

Taking into account the above principal factors and reasons, we are of the opinion that the terms of the Rights Issue are on normal commercial terms and the Rights Issue are fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the SGM for Rights Issue to approve the issue of Rights Shares.

Yours faithfully,
For and on behalf of
Convoy Capital Hong Kong Limited
(Formerly known as
Aviate Beijing Capital Limited)
Kenneth Wong
Director

Notes: Mr. Kenneth Wong has been a responsible officer of Type 6 (advising on corporate finance) regulated activity under the SFO since 2010. He has participated in the provision of independent financial advisory services for various transactions involving companies listed in Hong Kong.

1. THREE-YEAR FINANCIAL INFORMATION

Details of the financial information of the Group for the years ended 31 December 2012, 31 December 2013 and 31 December 2014 respectively have been set out in the Company's annual reports for the years ended 31 December 2012 (from pages 42 to 115), 31 December 2013 (from pages 60 to 167) and 31 December 2014 (from pages 62 to 195).

The audited consolidated financial statements of the Group for the year ended 31 December 2012 is set out on pages 42 to 115 of the annual report 2012 of the Company which was posted on 20 March 2013 on the Stock Exchange's website (http://www.hkexnews.hk). Please also see below the link to the annual report 2012:

http://www.hkexnews.hk/listedco/listconews/GEM/2013/0320/GLN20130320039.pdf

The audited consolidated financial statements of the Group for the year ended 31 December 2013 is 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 is 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

All annual reports of the Company have been posted on the website of the Company at 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 the business on 28 February 2015, being the latest practicable date for the purpose of this indebtedness statement, the Group had the following outstanding borrowings:

	Note	Current portion HK$'000	Total HK$'000
Performance shares	1	21,368	21,368
Others		358	358
		21,726	21,726

Note:

1. Unless defined otherwise, capitalised terms used in this note have the same meaning as defined in the circular of the Company dated 23 February 2013. On 31 March 2013, upon the completion of the acquisition of 50.5% of the issued share capital of Apperience Corporation, the Company agreed to issue the new shares comprising the Tranche I Performance Shares and the Tranche II Performance Shares as partial consideration for the acquisition at the issue price of HK$0.108 per performance share, the maximum number of which shall be 1,452,342,588 subject to adjustment. Tranche I Performance Shares were allotted and issued on 6 June 2014. Tranche II Performance Shares shall be allotted and issued by the Company in or around June 2015.

   On 6 June 2014, 715,522,718 Tranche I Performance Shares, credited as fully paid, were allotted and issued.

   On 18 July 2014, the Company implemented the capital reorganisation, the total of 736,819,870 unissued Shortfall Performance Shares and Tranche II Performance Shares were adjusted to be 184,204,967 shares (subject to further adjustment).

   At the close of business on 28 February 2015, the liability of performance shares represented the fair value of unissued Shortfall Performance Shares and Tranche II Performance Shares which were assumed to be allotted.

   On 24 March 2015, the Company implemented Capital Reorganisation, the total of 184,204,967 unissued Shortfall Performance Shares and Tranche II Performance Shares were adjusted to be 18,420,496 New Shares (subject to further adjustments, if applicable). This adjustment is not reflected in the calculation of this indebtedness statement).

Pledge of assets

At the close of business on 28 February 2015, 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) and HK$1,005,000 which represented deposits pledged to banks to secure banking facilities to the extent of HK$1,500,000 granted to the Group. The deposits are in US$ and HK$ at fixed interest rate of 0.05% per annum and 0.7% per annum respectively.

As at 28 February 2015, the Group's another pledged bank deposits of approximately HK$805,000 in aggregate represented guaranteed funds for the Visa/MasterCard merchant account of a bank for the online shopping business. The deposit is in HK$ at fixed interest rate of 0.2% per annum.

As at 28 February 2015, listed securities held by the Group with a total carrying amount of approximately HK$37,288,000 have been charged in favour of a brokerage firm as collateral for the Group's liabilities in respect of its margin trading account. As at 28 February 2015, the Group has not used the credit limit.

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 28 February 2015.

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, the financial resources available to the Group including internally generated funds, the available credit facilities and the estimated net proceeds from the Rights Issue, the working capital available to the Group is sufficient for the Group's requirements for at least 12 months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. FOREIGN EXCHANGE

As at the Latest Practicable Date, there was no restriction affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside of Hong Kong. Save and except for US$ and RMB, the Group has no exposure to foreign exchange liabilities. As HK$ is pegged to US$, the Group considers the risk of movements in exchange rates between HK$ and US$ to be insignificant for transactions denominated in US$. The Group will have sufficient foreign exchange, generated from the operation of the subsidiaries to pay forecasted or planned dividends and to meet its foreign exchange liabilities as they become due. The Company will pay its dividends, if any, in HK$.

6. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Subsequent to the completion of the acquisition of 50.5% of the issued share capital of Apperience Corporation on 31 March 2013, the Group is able to diversify its business into the IT field of personal computers, anti-virus software and mobile applications, bringing in new momentum for the Group's development. The Group recorded an audited consolidated turnover and segment profit of Apperience Corporation of approximately HK$144.2 million and approximately HK$80.9 million respectively for the year ended 31 December 2014. In light of the financial performance of Apperience Corporation and its subsidiaries, the Group is optimistic to its business prospect and expects that revenue from Apperience Corporation and its subsidiaries will become one of the principle sources of income of the Group in the future.

The Group intends to expand its business by developing its insurance and MPF schemes brokerage business and money lending related business. Reference is made to the Company's announcement dated 2 February 2015 in relation to (1) proposed acquisition ("**Proposed Acquisition**") of the entire issued share capital of Trendmode Holdings Limited; and (2) the proposed incorporation of a subsidiary ("**Subsidiary**") to carry out type 1 regulated activity under the SFO and the Company's announcement dated 1 April 2015 in relation to the Proposed Acquisition.

As to the insurance and MPF schemes brokerage business, the Group has been actively diversifying its products and services to include investment-linked insurance and has successfully self-developed new sales teams for the promotion of its services and products.

Subsequent to the completion of the acquisition of GET Mdream on 2 April 2014, which is principally engaged in insurance and MPF schemes brokerage business in Hong Kong, the Group has successfully expanded its insurance and MPF schemes brokerage business further. For the year ended 31 December 2014, the audited turnover and segment profit of GET Mdream were approximately HK$76.5 million and approximately HK$12.1 million respectively.

The Group is optimistic that the Proposed Acquisition represents an opportunity for the Group to expand the scale of its business in insurance and MPF schemes brokerage services market. On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the Proposed Acquisition at a maximum consideration of HK$52 million (subject to adjustments), details of which are set out in the announcement of the Company dated 1 April 2015. As at the Latest Practicable Date, the acquisition of Trendmode Holdings Limited has not yet completed.

Trendmode Holdings Limited and its subsidiaries, namely GET Wealth Management and GET Consulting (collectively, "**Trendmode Group**"), and GET Mdream share similar scope of operation in the insurance and MPF schemes brokerage services and both the Trendmode Group and GET Mdream have a long history of business operation in the insurance and MPF schemes brokerage business in Hong Kong.

As one of the principal businesses of the Group is the provision of insurance and MPF schemes brokerage services, the Directors believe that the Proposed Acquisition represents an opportunity for the Group to expand the scale of its business in insurance and MPF schemes brokerage services market. Further, the Directors believe that the Proposed Acquisition will bring synergies to the Group in the following aspects after completion of the Proposed Acquisition:

(a) *increasing customers crossover and market share and reinforcing market position:* GET Wealth Management has a longer history of providing investment-linked insurance brokerage services than GET Mdream, while GET Mdream has a longer history of providing the general and life insurance brokerage services. After completion of the Proposed Acquisition, it is expected that the Group can broaden and diversify its customer base particularly in the investment-linked insurance sector as well as the Japanese customer base developed by GET Wealth Management. The Group will be better off in terms of the synergetic branding and business promotion to their customers as time and costs will be saved in marketing and sales activities;

(b) *enhancement of the existing business operation and bargaining power:* after completion of the Proposed Acquisition, it is expected that the Group will benefit from the enlarged customer base and therefore will have more bargaining power with the insurance product providers to negotiate on a higher commission rate for the distribution and sale of the insurance products by the Group. In addition, due to the enlarged scale of operation and increased number of sales personnel after completion of the Proposed Acquisition, the Group will have more flexibility in resources deployment, both human resources and financial resources, in their target market and flagship services; and

(c) *strengthening of internal training capacity:* after completion of the Proposed Acquisition, the Group can benefit from the sharing of the internal training resources of the Trendmode Group, and through integration of the internal training efforts, the Group will be in a better position to maintain the competitiveness of its sales personnel at the forefront of the market.

The Group considers that the setting up of the Subsidiary will broaden the Group's revenue base by diversifying into the securities trading business and will enable the Group to offer more comprehensive financial services to its customers in addition to the provision of insurance and MPF schemes brokerage services.

As to the money lending business of the Group, on 12 March 2015, the Group signed a sale and purchase agreement to acquire 51% of the issued share capital of GEO Finance, a company principally engaged in money lending business in Hong Kong and its key product was personal loans with subordinate property mortgage loan, which enables the Group to offer a new type of products to its clients.

The Group intends to use approximately HK$50 million of the net proceeds from the Rights Issue in providing secured and/or unsecured loans and further developing the market of subordinate property mortgage loan. The Group is now reviewing the appropriateness and efficiency of internal control procedures of GEO Finance and updating its internal control procedures as needed. The Group expects to complete reviewing the procedure by the second quarter of 2015 and intends to start the subordinate property mortgage loan business afterwards.

Looking forward, the Group will continue to enhance its money lending business in providing secured and/or unsecured loans to customers comprising individuals and corporations. The money lending industry remains highly competitive amid a continuing challenging environment in Hong Kong. However, as the Group considers that there is continuing demand for landed property in Hong Kong, it intends to focus on providing mortgage refinancing services including subordinate property mortgage loan and expects to benefit from such business.

For illustrative purpose only, set out below is the unaudited pro forma adjusted consolidated net tangible assets of the Group (the "Unaudited Pro Forma Financial Information") as if the Rights Issue has been completed on 31 December 2014. Although reasonable care has been exercised in preparing the Unaudited Pro Forma Financial Information, Shareholders who read the information below should bear in mind that these figures are inherently subject to adjustments and, because of its hypothetical nature, may not give a true picture of the Group's financial position had the Rights Issue been completed as at 31 December 2014 or any future dates.

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 audited consolidated net tangible assets of the Group as if the Rights Issue had taken place on 31 December 2014.

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 audited 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 audited consolidated net tangible assets of the Group as at 31 December 2014 extracted from the anuual report of the Group for the year ended 31 December 2014, adjusted as described below:

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2014 *(Note 1)* *HK$'000*	**Estimated net proceeds from the Rights Issue** *(Note 2)* *HK$'000*	**Unaudited pro forma adjusted consolidated net tangible assets of the Group as at 31 December 2014** *HK$'000*
	125,621	196,700	322,321
Audited consolidated net tangible assets per New Share before the completion of the Rights Issue *(Note 3)*			HK$0.64
Unaudited pro forma adjusted consolidated net tangible assets per New Share immediately after completion of the Rights Issue *(Note 4)*			HK$0.41

Notes:

1. The audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2014 represented the audited consolidated net assets of the Group attributable to the owners of the Company amounted to approximately HK$726,352,000 as at 31 December 2014 as extracted from the published annual report of the Group for the year ended 31 December 2014, less intangible assets of approximately HK$74,853,000 and goodwill of approximately HK$525,878,000 as at 31 December 2014.

2. The estimated net proceeds from the Rights Issue is calculated based on 586,237,461 Rights Shares to be issued at the subscription price of HK$0.35 per Rights Share (assuming no further issued of new shares or, consolidated shares or repurchase of shares or consolidated 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$8,483,000.

3. The calculation of audited consolidated net tangible assets of the Group attributable to the owners of the Company per New Share is based on the aggregate of 195,412,487 New Shares in issue as at 31 December 2014 assuming the share consolidation approved in the special general meeting held on 23 March 2015 had become effective on 31 December 2014.

   On 23 March 2015, the Shareholders approved at a special general meeting of the Company for the share consolidation on the basis that every 10 issued and unissued shares of HK$0.01 each in the share capital of the Company be consolidated into 1 consolidated share of HK$0.1 each (the "Share Consolidation"). The Share Consolidation has become effective on 24 March 2015. For the details of the Share Consolidation, please refer to the Company's circular dated 26 February 2015 and Company's announcement dated 23 March 2015.

4. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per New Share immediately after completion of the Rights Issue is calculated based on 781,649,948 New Shares which comprise 195,412,487 New Shares in issue as at 31 December 2014 (as if the Share Consolidation mentioned in note 3 above had become effective as at 31 December 2014) and 586,237,461 Rights Shares expected to be issued on the completion of the Rights Issue.

5. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2014.

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 circular, from the independent reporting accountant, RSM Nelson Wheeler, Certified Public Accountants, Hong Kong.

29th Floor
Caroline Centre
Lee Gardens Two
28 Yun Ping Road
Hong Kong

22 April 2015

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 attributable to owners of the Company (the "Unaudited Pro Forma Financial Information") as set out in Section A of Appendix II to the Company's circular dated 22 April 2015 (the "Circular"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix II to the Circular.

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 31 December 2014 as if the transaction had been taken place on 31 December 2014. As part of this process, information about the Group's net tangible assets has been extracted by the Directors from the Group's consolidated financial statements as included in the annual report for the year ended 31 December 2014.

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 ("AG") 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

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 comply with ethical requirements and plan and perform 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 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" 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 Circular is solely to illustrate the impact of the Rights Issue 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 31 December 2014 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 23 to 28 of the Circular.

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 Nelson Wheeler
Certified Public Accountants
Hong Kong

1. RESPONSIBILITY STATEMENT

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

2. 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 and up to the Record Date):

(i) As at the Latest Practicable Date		*HK$*
Authorised:		
80,000,000,000	New Shares of HK$0.01 each	800,000,000.00
Issued and fully-paid:		
195,412,487	New Shares of HK$0.01 each	1,954,124.87

(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 and up to the Record Date)

Authorised:

80,000,000,000	New Shares of HK$0.01 each	800,000,000.00

Issued and fully-paid:

195,412,487	New Shares of HK$0.01 each	1,954,124.87
586,237,461	Rights Shares to be allotted and issued under the Rights Issue	5,862,374.61
781,649,948		7,816,499.48

All of the Rights Shares to be issued will rank *pari passu* in all respect with each other, including, in particular, as to dividends, distribution and voting rights, and once issued and fully-paid, with all the New Shares in issue as at the date of allotment and issue 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 New 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.

Save for the Tranche II Performance Shares and the Shortfall Performance Shares, 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 New 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 New Shares, underlying New 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 New Shares and underlying New Shares

Name of Director	Capacity	Number of New Shares and underlying New Shares held	Approximate percentage of the total issued share capital of the Company *(Note 1)*
Xue Qiushi ("**Mr. Xue**")	Interest in a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 *(Note 2)*	13.03%

Notes:

1. The total number of the 195,412,487 New Shares in issue as at the Latest Practicable Date have been used for the calculation of the approximate percentage.

2. Ace Source International Limited ("**Ace Source**") (being one of the substantial Shareholders of the Company whose interests are set out in the section headed "Disclosure of Interests — (ii) Interests of substantial Shareholders" in this appendix) is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the New Shares/underlying New Shares held by Ace Source pursuant to Part XV of the SFO. Based on the Director's/Chief Executive's Notice — Interests in Shares of Listed Corporation filed by Mr. Xue dated 27 March 2015, among these 25,481,738 New Shares/underlying New Shares, 18,420,496 of which were underlying New Shares with an exercise period ended 31 March 2015.

3. Based on the review of the register of members of the Company as at the Latest Practicable Date, the Company is not aware of Mr. Xue or Ace Source holding any New Shares as at the Latest Practicable Date.

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

Name of Director	Name of the associated corporation	Capacity in which the shares are held	Number of shares	Approximate percentage of the associated corporation's issued share capital
Mr. Xue	Apperience Corporation	Interest in a controlled corporation *(Note)*	3,882,391	18.79%

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

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had or was deemed to have any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by 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 New Shares or underlying New 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 New Shares and underlying New Shares held** *(Note 18)*	**Approximate percentage of the total issued share capital of the Company** *(Note 19)*	*Notes*
DX.com Holdings Limited	Beneficial owner	18,604,650 (L)	9.52%	
Wise Action Limited (“**Wise Action**”)	Beneficial owner	10,240,197 (L)	5.24%	*(1)*
Rosy Lane Investments Limited (“**Rosy Lane**”)	Interest of a controlled corporation	10,240,197 (L)	5.24%	*(1)*
Hong Kong Education (Int’l) Investments Limited (“**HK EDU INTL**”)	Interest of a controlled corporation	10,240,197 (L)	5.24%	*(1)*
Access Magic Limited (“**Access Magic**”)	Beneficial owner and interests deemed under section 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	*(2)*
Dong Yuguo (“**Mr. Dong**”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	*(2)* *(3)*
Ace Source International Limited (“**Ace Source**”)	Beneficial owner and interests deemed under section 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	*(4)*
Wealthy Hope Limited (“**Wealthy Hope**”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	*(5)*
Chen Liang (“**Mr. Chen**”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	*(5)* *(6)*
Well Peace Global Limited (“**Well Peace**”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	*(7)*

Name	Capacity	Number of New Shares and underlying New Shares held *(Note 18)*	Approximate percentage of the total issued share capital of the Company *(Note 19)*	*Notes*
Lian Ming (“**Mr. Lian**”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	*(7)* *(8)*
IDG-Accel China Growth Fund II L.P. (“**IDG-Accel**”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	*(9)*
IDG-Accel China Investors II L.P. (“**IDG-Accel Investors**”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738(L)	13.03%	*(10)*
IDG-Accel China Growth Fund II Associates L.P. (“**IDG-Accel II Associates**”)	Interest of a controlled corporation	25,481,738(L)	13.03%	*(9)* *(10)* *(11)*
IDG-Accel China Growth Fund GP II Associates Ltd. (“**IDG-Accel GP II**”)	Interest of a controlled corporation	25,481,738(L)	13.03%	*(9)* *(10)* *(11)*
Zhou Quan (“**Mr. Zhou**”)	Interest of a controlled corporation	25,481,738(L)	13.03%	*(9)* *(10)* *(11)*
Ho Chising (“**Mr. Ho**”)	Interest of a controlled corporation	25,481,738(L)	13.03%	*(9)* *(10)* *(11)*
THL A1 Limited (“**THL**”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	*25,253,738(L)	12.92%	*(12)*
Tencent Holdings Limited (“**Tencent**”)	Interest of a controlled corporation	*25,253,738(L)	12.92%	*(12)*
MIH TC Holdings Limited (“**MIH TC Holdings**”)	Interest of a controlled corporation	*25,253,738(L)	12.92%	*(12)* *(13)*
MIH (Mauritius) Limited (“**MIH Mauritius**”)	Interest of a controlled corporation	*25,253,738(L)	12.92%	*(12)* *(13)* *(14)*
MIH Ming He Holdings Limited (“**MIH Ming He**”)	Interest of a controlled corporation	*25,253,738(L)	12.92%	*(12)* *(13)* *(14)*

Name	Capacity	Number of New Shares and underlying New Shares held *(Note 18)*	Approximate percentage of the total issued share capital of the Company *(Note 19)*	*Notes*
MIH Holdings Proprietary Limited ("**MIH Proprietary**")	Interest of a controlled corporation	*25,253,738(L)	12.92%	*(12)* *(13)* *(14)*
Naspers Limited ("**Naspers**")	Interest of a controlled corporation	*25,253,738(L)	12.92%	*(12)* *(13)* *(14)*
The Underwriter	Other	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	*(15)* *(16)*
Astrum China Direct Investments Limited ("**Astrum China**")	Interest of a controlled corporation	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	*(15)* *(16)*
Liu Ming Lai Lorna ("**Ms. Liu**")	Interest of spouse	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	*(15)* *(16)*
Pan Chik ("**Mr. Pan**")	Interest of a controlled corporation	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	*(15)* *(16)*
The Sub-Underwriter	Other	220,000,000 (L)	28.14%	*(17)*
Yuen Shu Ming ("**Mr. Yuen**")	Interest of a controlled corporation	220,000,000 (L)	28.14%	*(17)*

Notes:

1. Wise Action is wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by HK EDU INTL. Each of HK EDU INTL and Rosy Lane was deemed to be interested in all the 10,240,197 New Shares held by Wise Action pursuant to Part XV of the SFO.

2. Access Magic was interested in 3,634,916 New Shares/underlying New Shares in the capacity as the beneficial owner and was deemed to be interested in 21,846,822 New Shares/underlying New Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 New Shares/underlying New Shares, 18,420,496 of which were underlying New Shares.

3. Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company. As such, Mr. Dong is deemed to be interested in all the New Shares/underlying New Shares held by Access Magic pursuant to Part XV of the SFO.

4. Ace Source was interested in 5,149,634 New Shares/underlying New Shares in the capacity as the beneficial owner and was deemed to be interested in 20,332,104 New Shares/underlying New Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 New Shares/underlying New Shares, 18,420,496 of which were underlying New Shares. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the New Shares/underlying New Shares held by Ace Source. Mr. Xue is a director of Ace Source.

5. Wealthy Hope was interested in 908,683 New Shares/underlying New Shares in the capacity as the beneficial owner and was deemed to be interested in 24,573,055 New Shares/underlying New Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 New Shares/underlying New Shares, 18,420,496 of which were underlying New Shares.

6. Wealthy Hope is wholly and beneficially owned by Mr. Chen. As such, Mr. Chen is deemed to be interested in all the New Shares/underlying New Shares held by Wealthy Hope pursuant to Part XV of the SFO.

7. Well Peace was interested in 908,683 New Shares/underlying New Shares in the capacity as the beneficial owner and was deemed to be interested in 24,573,055 New Shares/underlying New Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 New Shares/underlying New Shares, 18,420,496 of which were underlying New Shares.

8. Well Peace is wholly and beneficially owned by Mr. Lian. As such, Mr. Lian is deemed to be interested in all the New Shares/underlying New Shares held by Well Peace pursuant to Part XV of the SFO.

9. IDG-Accel was interested in 12,821,280 New Shares/underlying New Shares as the beneficial owner and was deemed to be interested in 12,660,458 New Shares/underlying New Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 New Shares/underlying New Shares, 18,420,496 of which were underlying New Shares.

10. IDG-Accel Investors was interested in 1,048,591 New Shares/underlying New Shares as the beneficial owner and was deemed to be interested in 24,433,147 New Shares/underlying New Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 New Shares/underlying New Shares, 18,420,496 of which were underlying New Shares.

11. IDG-Accel GP II owns the entire equity interest in each of IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel GP II is 50% owned by Mr. Ho and 50% owned by Mr. Zhou. As such, each of Mr. Ho, Mr. Zhou and IDG-Accel GP II was deemed to be interested in all the New Shares/underlying New Shares held by IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel is wholly-owned by IDG-Accel II Associates. As such, IDG-Accel II Associates was deemed to be interested in all the New Shares/underlying New Shares held by IDG-Accel pursuant to Part XV of the SFO.

12. Based on the corporate substantial shareholder notice filed by Tencent on 30 October 2014, THL is wholly owned by Tencent and as such, Tencent is deemed to be interested in all *25,253,738 New Shares/underlying New Shares held by its controlled corporation THL pursuant to Part XV of the SFO. THL was interested in *781,950 New Shares/underlying New Shares in the capacity of beneficial owner and *24,471,788 New Shares/underlying New Shares in other capacities. Among these *25,253,738 New Shares/underlying New Shares, *18,420,496 of which were underlying New Shares.

13. Based on the corporate substantial shareholder notice filed by MIH TC Holdings on 4 November 2014, THL is wholly owned by Tencent and Tencent is 33.64% owned by MIH TC Holdings. As such, MIH TC Holdings is deemed to be interested in all the *25,253,738 New Shares/underlying New Shares held by its controlled corporations THL and Tencent pursuant to Part XV of the SFO.

14. Based on the corporate substantial shareholder notice filed by Naspers on 4 November 2014, THL is wholly owned by Tencent, Tencent is 33.64% owned by MIH TC Holdings, which is in turn 90% owned by MIH Mauritius. MIH Mauritius is wholly owned by MIH Ming He, which is in turn wholly owned by MIH Proprietary. MIH Proprietary is wholly owned by Naspers. Based on the above relationship, each of MIH Mauritius, MIH Ming He, MIH Proprietary and Naspers is deemed to be interested in all the *25,253,738 New Shares/underlying New Shares held by their controlled corporations pursuant to Part XV of the SFO.

15. The total of 586,237,461 New Shares represent the Underwritten Shares that the Underwriter has agreed to underwrite pursuant to the terms of the Underwriting Agreement. Based on the notices of disclosure of interests of the Underwriter, Astrum China, Ms. Liu and Mr. Pan filed with the Stock Exchange on 27 March 2015, the Underwriter is 80% owned by Astrum China, which is in turn wholly-owned by Mr. Pan. Ms. Liu is the spouse of Mr. Pan.

16. As at the Latest Practicable Date, the Underwriter has sub-underwritten/placed 520,000,000 New Shares to various sub-underwriter/subscribers.

17. The Sub-Underwriter entered into a sub-underwriting letter with the Underwriter to take up 220,000,000 New Shares. Based on the notices of disclosure of interests of the Sub-Underwriter and Mr. Yuen filed with the Stock Exchange on 27 March 2015, the Sub-Underwriter is 76% owned by Mr. Yuen.

18. "L" denotes a long position whilst the letter "S" denotes a short position.

19. The total number of the 195,412,487 New Shares in issue as at the Latest Practicable Date has been used for the calculation of the approximate percentage.

* The number of New Shares stated in the table above and notes 12 to 14 is adjusted by the Company taking into account the effect of the Capital Reorganisation based on the latest notices of disclosure of interests filed by the relevant Shareholders with the Stock Exchange and the Company prior to the Capital Reorganisation becoming effective on 24 March 2015.

Save as disclosed above, the Directors were not aware of any other person who, as at the Latest Practicable Date, had or was deemed to have interests or short positions in the New Shares or underlying New 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	**Name of Group member**	**Capacity**	**Number and class of securities**	**Approximate percentage of shareholding**	*Notes*
Access Magic	Apperience Corporation	Beneficial Owner	2,740,511 ordinary shares	13.26%	*(1)*
Mr. Dong	Apperience Corporation	Interest of a controlled Corporation	2,740,511 ordinary shares	13.26%	*(1)*
Ace Source	Apperience Corporation	Beneficial Owner	3,882,391 ordinary shares	18.79%	*(2)*
Mr. Xue	Apperience Corporation	Interest of a controlled corporation	3,882,391 ordinary shares	18.79%	*(2)*

Name	Name of Group member	Capacity	Number and class of securities	Approximate percentage of shareholding	*Notes*
Prosperous Glory Asia Limited	GET Mdream Wealth Management Limited	Beneficial Owner	432,352 ordinary shares	49.00%	*(3)*
Poon Chun Yin	GET Mdream Wealth Management Limited	Interest of a controlled corporation	432,352 ordinary shares	49.00%	*(3)*
Mok Kwan Yat	Lujolujo Asia Limited	Beneficial Owner	1,150 ordinary shares	11.50%	
Cheng Wai Cheung, Herman	Lujolujo Asia Limited	Beneficial Owner	1,150 ordinary shares	11.50%	

Notes:

1. Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company.

2. Ace Source is wholly and beneficially owned by Mr. Xue, executive Director and chief executive officer of the Company.

3. Prosperous Glory Asia Limited is wholly and beneficially owned by Mr. Poon Chun Yin, a director of a subsidiary of the Company.

Save as disclosed above, the Directors were not aware of any other person 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, save for Mr. Xue who is the director of Ace Source, none of the Directors is a director of a company which has an interest or short position in the New Shares or underlying New Shares of the Company 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 any member of the Group within two years immediately preceding the date of this circular, which are or may be material.

(a) the agreement dated 15 May 2013 entered into between Lucky Famous Limited ("**Lucky Famous**") (a wholly-owned subsidiary of the Company) as purchaser and Town Health Asset Management Limited (an independent third party) as vendor in relation to the sale and purchase of the entire issued share capital of Dragon Oriental Investment Limited ("**Dragon Oriental**") at a consideration of HK$42,000,000. Dragon Oriental was principally engaged in property investment holding;

(b) the agreement ("**Five Stars SP Agreement**") dated 6 June 2013 entered into between Mason Capital Limited (民信融資有限公司) (an independent third party) as purchaser and Refine Skill Limited (the then wholly-owned subsidiary of the Company) as vendor in relation to the sale and purchase of the entire issued share capital of Five Stars Development Limited ("**Five Stars**") and the entire amount of the shareholder's loan owing by Five Stars to Refine Skill Limited on the date of completion of the Five Stars SP Agreement at an aggregate consideration of HK$13,000,000. Five Stars was principally engaged in investment holding and the principal asset of which was the property situated at seventh Floor, Fu Yuen Industrial Building, Nos. 18/22 Fui Yiu Kok Street, Tsuen Wan, New Territories, Hong Kong;

(c) the agreement dated 13 June 2013 entered into by and among Perfect Growth Limited ("**Perfect Growth**") (an indirect wholly-owned subsidiary of the Company) as purchaser and Town Health Corporate Advisory and Investments Limited and Lime Development Limited (both are independent third parties) as vendors in relation to the sale and purchase of 248,976,000 shares of EPRO Limited (now known as DX.com Holdings Limited) a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8086) at an aggregate consideration of HK$79,921,296;

(d) the agreement dated 20 June 2013 entered into between Brilliant Path Limited (an independent third party) as purchaser and the Company as vendor in relation to the sale and purchase of the entire issued share capital of Refine Skill Limited at a consideration of HK$8,000,000;

(e) the cooperation framework agreement dated 18 December 2013 entered into between Supreme Right Development Limited (an indirect wholly-owned subsidiary of the Company) and Grandeur Industries Limited (an independent third party), an indirect wholly-owned subsidiary of Jia Meng Holdings Limited ("**Jia Meng**"), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (Stock Code: 8101), to set out the preliminary cooperation intentions of parties to invest a total maximum amount of HK$10,000,000 to develop the B2C (business-to-customer) electronic commerce business of selling Jia Meng and its subsidiaries' mattress and soft bed products to consumers online;

(f) the instrument of transfer dated 27 December 2013 signed by Perfect Growth as vendor and an Independent Third Party as purchaser in relation to the sale and purchase of the 2014 due 10% coupon convertible bonds issued by Capital VC Limited in the principal amount of HK$3,500,000 at a consideration of HK$3,764,657;

(g) the agreement dated 5 February 2014 entered into between Fast Yield Holdings Limited ("**Fast Yield**") (a direct wholly-owned subsidiary of the Company) as purchaser and Ms. Li Chui Ling ("**Ms. Li**") (an independent third party on the date of the agreement) as vendor in relation to the sale and purchase of the entire issued share capital of a company incorporated in Hong Kong which is a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO (subject to conditions imposed by the SFC) ("**Securities Company Acquisition Agreement**") at a consideration of HK$6,000,000 (subject to adjustment). The Securities Company Acquisition Agreement has been terminated according to its terms on 31 December 2014;

(h) the agreement dated 12 March 2014 entered into between Supreme Right Development Limited (an indirect wholly-owned subsidiary of the Company) as service provider and Grandeur Industries Limited ("**Grandeur**") in relation to the provision of the services including, among others, (i) developing the online platform for Grandeur for its B2C (business-to-customer) electronic commerce business of selling the soft bedding products; and (ii) arranging for operating and maintaining the online platform for a service term of one year from the date of the agreement at an aggregate fee of (a) a lump sum of HK$500,000 and (b) a sum which shall be equal to 5% of the proceeds of sales generated on the online platform for each calendar month;

(i) the memorandum of understanding dated 28 March 2014 entered into between Fast Yield as purchaser and an Independent Third Party as vendor in relation to the acquisition of the entire issued share capital of GET Mdream at the initial consideration of HK$868,000 (subject to adjustment). GET Mdream was a registered member of the Professional Insurance Brokers Association to carry out long term (including linked long term) insurance and general insurance lines of business. GET Mdream was principally engaged in insurance and MPF schemes brokerage business in Hong Kong;

(j) the subscription agreement dated 8 April 2014 entered into by and among Lucky Famous and the existing shareholders, Mr. Mok Kwan Yat and Mr. Cheng Wai Cheung, Herman and Lujolujo Asia Limited (all being independent third parties on the date of the agreement) in relation to the subscription of approximately 77% of the issued share capital of the Lujolujo Asia Limited at an aggregate consideration of HK$14,000,000;

(k) the agreement dated 10 June 2014 entered into between Mission Win International Limited (a direct wholly-owned subsidiary of the Company) as purchaser and EPRO Systems Limited (an independent third party on the date of the agreement) as vendor in relation to the sale and purchase of the entire issued share capital of e-Perfect IT Limited at the consideration of HK$48,000,000 to be settled by the allotment and issue of 186,046,500 shares by the Company. e-Perfect IT Limited was principally engaged in investment holding and the vehicle for the (i) provision of corporate management solutions; (ii) provision of IT contract services; and (iii) re-selling of hardware and software in Hong Kong;

(l) the agreement dated 12 June 2014 entered into between Lucky Famous as vendor and Talent Gain International Limited (an independent third party) as purchaser in relation to the sale and purchase of the 51% of the issued share capital of Dragon Oriental at the consideration of HK$21,700,000. Dragon Oriental was principally engaged in property investment holding;

(m) the agreement ("**Termination Agreement**") dated as of 1 July 2014 entered into between Apperience Corporation and 成都奧畢信息技術有限公司 (Chengdu AOBI Information Technology Co., Ltd.) ("**PRC Company**") (a company owned as to 35% by Mr. Xue Qiushi ("**Mr. Xue**"), an executive Director) in relation to the termination of the copyright licence agreement entered into between Apperience Corporation as licensee and PRC Company as licensor on 18 February 2013 in relation to the grant by the PRC Company to Apperience Corporation of an exclusive licence to use the copyright of "Advanced SystemCare", with effect from the date of the Termination Agreement;

(n) the agreement dated as of 1 July 2014 entered into among the PRC Company as licensor, Apperience Corporation and Both Talent International Limited ("**Both Talent**") (an indirect subsidiary of the Company) as licensee in relation to the granting of licence to use the copyright of "Advanced SystemCare" ("**Copyright**") registered in the name of the PRC Company in the PRC ("**New Copyright Licence Agreement**") for a period from the date of the New Copyright Licence Agreement to the later of (i) the completion of registration of the assignment of the Copyright to Both Talent in the PRC; or (ii) the completion of registration of the copyright for "Advanced SystemCare" in the name of Both Talent in the United States as part of the Group's internal reorganisation at nil consideration to rationalise the structure of business units of the Group;

(o) the agreement dated 7 July 2014 entered into between GET Mdream and Prosperous Glory Asia Limited ("**Prosperous Glory**") (a company controlled by a director of a subsidiary of the Company) in relation to the subscription by Prosperous Glory of new shares, representing approximately 49% of the enlarged share capital of GET Mdream after the completion of the subscription, at a consideration of HK$2,001,789.76. GET Mdream was a registered member of the Professional Insurance Brokers Association to carry out long term (including linked long term) insurance and general insurance lines of business. GET Mdream was principally engaged in insurance and MPF schemes brokerage business in Hong Kong;

(p) the memorandum of understanding dated 6 August 2014 entered into between the Company and a company incorporated in Hong Kong which is an Independent Third Party in relation to the investment of a total maximum amount of HK$10,000,000 to develop a mobile phone application and the sale and marketing network for insurance investment linked products using the said mobile phone application. The memorandum of understanding has been terminated according to its terms on 31 October 2014;

(q) the letter agreement dated 28 August 2014 entered into between Fast Yield and Ms. Li to extend the long stop date of the Securities Company Acquisition Agreement from 31 August 2014 (or such other date as Fast Yield and Ms. Li may agree in writing) to 31 December 2014 (or such other date as Fast Yield and Ms. Li may agree in writing). The Securities Company Acquisition Agreement has been terminated according to its terms on 31 December 2014;

(r) the placing agreement dated 6 October 2014 entered into between the Company as issuer and SBI China Capital Financial Services Limited as the placing agent in relation to the placing of a maximum of 319,260,000 Shares of the Company ("**Placing Shares**") at a price of HK$0.121 per Placing Share;

(s) the agreement dated 31 October 2014 entered into between e-Perfect IT Limited (a wholly-owned subsidiary of the Company on the date of the agreement) as purchaser, Wafer Systems Limited (an independent third party) as vendor and Mr. Chan Sek Keung, Ringo (an independent third party) as guarantor in relation to the acquisition of 10,000 shares, representing 100% of the issued share capital of Wafer Systems (Hong Kong) Limited at a cash consideration of HK$18 million. Wafer Systems (Hong Kong) Limited was principally engaged in the network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the PRC;

(t) the memorandum of understanding dated 2 February 2015 entered into between Fast Yield as purchaser and a Hong Kong citizen who is an Independent Third Party as vendor in relation to the proposed acquisition of the entire issued share capital of Trendmode Holdings Limited for a maximum amount of consideration of HK$70 million, subject to adjustment. Trendmode Holdings Limited was the holding company of two companies, namely GET Wealth Management Limited and GET Consulting Company Limited. GET Wealth Management Limited was a member of The Hong Kong Confederation of Insurance Brokers and was permitted to carry on businesses in general insurance and long term (including linked long term) insurance. It was also registered as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority. GET Consulting Company Limited was principally engaged in the provision of consulting services (including business referral services) in Hong Kong;

(u) the placing agreement dated 5 February 2015 entered into between the Company as issuer and GEO Securities Limited as the placing agent in relation to the 6% per annum notes ("**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 Notes at the placing price equal to 100% of the principal amount of the Notes;

(v) the Underwriting Agreement and the supplemental agreements to the Underwriting Agreement dated 20 March 2015 and 10 April 2015 made between the Company and the Underwriter to revise certain dates in connection with the Rights Issue, details of which are set out in the announcements of the Company dated 20 March 2015 and 10 April 2015; and

(w) the agreement dated 1 April 2015 entered into between Fast Yield as purchaser and Mr. Leung Wai Hon (the spouse of a substantial shareholder and a director of a subsidiary of the Company) as vendor in relation to the acquisition of 100 shares, representing 100% of the issued share capital of Trendmode Holdings Limited at a maximum cash consideration of HK$52 million (subject to adjustments). Trendmode Holdings Limited and its subsidiaries are principally engaged in, among others, the provision of insurance and MPF Scheme brokerage services in Hong Kong.

5. INTERESTS IN CONTRACTS AND ARRANGEMENTS

The PRC Company as licensor, Apperience Corporation and Both Talent as licensee, entered into the New Copyright Licence Agreement as of 1 July 2014. Details of the New Copyright Licence Agreement are disclosed in the paragraph headed "Material Contracts" above. Since the PRC Company is owned as to 35% by Mr. Xue, an executive Director, Mr. Xue is interested in the New Copyright Licence Agreement through his shareholding in the PRC Company.

Save for the New Copyright Licence Agreement, 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 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up.

6. QUALIFICATIONS AND CONSENT OF EXPERTS

The following are the qualifications of the expert who has given its opinions and advice which are included in this circular:

Name	Qualification
Convoy Capital Hong Kong Limited	a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO
RSM Nelson Wheeler	Certified public accountants

Each of Convoy Capital and RSM Nelson Wheeler has given and has not withdrawn its written consent to the issue of this circular with inclusion of its letter or reports and the references to its name in the form and context in which they respectively appear.

Each of Convoy Capital and RSM Nelson Wheeler did not have any interests in any New Shares or shares in any member of the Group, or any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any securities in any member of the Group as at the Latest Practicable Date.

As at the Latest Practicable Date, each of Convoy Capital and RSM Nelson Wheeler did not have any direct or indirect interests in any assets which have since 31 December 2014 (being the date to which the latest published audited consolidated financial statements of the Group were made up) been acquired or disposed of by or leased to or by any member of the Group, or was proposed to be acquired or disposed of by or leased to or by any member of the Group.

7. 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).

8. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or their respective close associates had any business or interest, which competes or may compete with the business of the Group or had or may have any other conflict of interest with the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

9. LITIGATION

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

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

Registered office	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Head office and principal place of business	Room 1703, 17/F Harcourt House 39 Gloucester Road Wanchai, Hong Kong
Principal share registrar and transfer office	Codan Services Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Hong Kong branch share registrar and transfer office	Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong
Authorised representative	Mr. Kuang Hao Kun Giovanni Mr. Lau Siu Cheong
Company secretary	Mr. Lau Siu Cheong, CPA Australia
Compliance officer	Mr. Kuang Hao Kun Giovanni
Underwriter	Astrum Capital Management Limited 11/F, 122 QRC 122–126 Queen's Road Central Central, Hong Kong (a licensed corporation 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)
Legal advisers to the Company	*As to Hong Kong law* Leung & Lau Units 7208–10, 72/F, The Center 99 Queen's Road C. Central, Hong Kong

Auditor	RSM Nelson Wheeler Certified Public Accountants 29th Floor, Caroline Centre, Lee Gardens Two 28 Yun Ping Road, Causeway Bay, Hong Kong
Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders	Convoy Capital Hong Kong Limited 19/F, China Hong Kong Tower, 8 Hennessy Road Wan Chai, Hong Kong.
Principal bankers	Bank of Communications Commercial Banking Centre (Kowloon South) Bank of Communications Co., Limited Hong Kong Branch 2/F., 563 Nathan Road, Kowloon, Hong Kong

11. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

Particulars of the Directors

Name	**Correspondence Address**
Executive Directors	
Kuang Hao Kun Giovanni	Apartment D, 16th Floor, South Bay Towers 59 South Bay Road Repulse Bay, Hong Kong
Xue Qiushi	No. 1403, Unit 1, Block 4 Fei Cui Cheng Phase 4 Liu Li Road, Jin Jiang District Chengdu, the People's Republic of China
Independent non-executive Directors	
Lam Kit Sun	Flat B, 23/F., Block 11, Rhythm Garden 242 Choi Hung Road Choi Hung Kowloon, Hong Kong
Yip Chi Fai Stevens	2A Orchid Garden 7 Tat Chee Avenue Yau Yat Chuen Kowloon, Hong Kong

Xiao Yiming	Room 501, Tower 2 West Dandian Road Chaoyang District, Beijing the People's Republic of China

Senior Management

Lau Siu Cheong	Room 3401, Block C, Hong Yat Court 1 Tak Tin Street, Lam Tin Kowloon, Hong Kong

Executive Directors

Mr. Kuang Hao Kun Giovanni ("**Mr. Kuang**"), aged 49, 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 including but not limited to Jade Fore Group Limited which holds 50.5% of the issued share capital of Apperience Corporation, 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.

Mr. Xue Qiushi ("**Mr. Xue**"), aged 30, has been appointed as an executive Director and chief executive officer of the Company since July 2013. Mr. Xue is a co-founder and a director of Apperience Corporation (a non-wholly owned subsidiary of the Company) and has served as its director and president since March 2011. Prior to the founding of Apperience Corporation and its subsidiaries in 2011, Mr. Xue served as the president of 成都奧畢信息技術有限公司 (Chengdu AOBI Information Technology Co., Ltd.) from November 2008 to March 2011, where he was responsible for its business operations and research and development. Mr. Xue received his bachelor's degree in computer science and technology from the University of Electronic Science and Technology of China (電子科技大學) in July 2007. In accordance with the letter of appointment made between Mr. Xue and the Company, Mr. Xue has been appointed for a term of three years commencing from 5 July 2013 to 4 July 2016 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Independent non-executive Directors

Mr. Lam Kit Sun ("**Mr. Lam**"), aged 37, has been appointed as an independent non-executive Director since October 2013. Mr. Lam graduated from The Hong Kong University of Science and Technology with a bachelor's degree in Business Administration in Accounting. Mr. Lam has over 10 years' experience in the field of financial reporting, financial management and audit experience in China and Hong Kong.

Mr. Lam is a fellow and practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants, an associate of The Hong Kong Institute of Chartered Secretaries and a non-practicing member of the Chinese Institute of Certified Public Accountants. From August 2008 to July 2011, Mr. Lam was appointed as a non-executive director of Ruifeng Petroleum Chemical Holdings Limited (stock code: 8096, formerly known as Thinsoft (Holdings) Inc), a company whose shares are listed on the GEM of the Stock Exchange.

Mr. Lam was an executive director of Kiu Hung Energy Holdings Limited ("**Kiu Hung**") (stock code: 381), a company whose shares are listed on the Main Board of the Stock Exchange, from October 2009 to July 2013 and he was redesignated as a non-executive director of Kiu Hung on 1 August 2013. Currently, Mr. Lam is an executive director, company secretary and chief financial officer of Universe International Holdings Limited (stock code: 1046), a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Lam was an independent non-executive director of DX.com Holdings Limited ("**DX.com**") (formerly known as EPRO Limited) (stock code: 8086) from August 2013 to January 2015, a company whose shares are listed on GEM of the Stock Exchange. Mr. Lam was also the chief financial officer and company secretary of Finsoft Corporation (stock code: 8018) from September 2013 to January 2015, a company whose shares are listed on GEM of the Stock Exchange. In accordance with the letter of appointment entered into between the Company and Mr. Lam, Mr. Lam would serve as an independent non-executive Director for a term of two years commencing from 2 October 2013 to 1 October 2015 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Mr. Yip Chi Fai Stevens ("**Mr. Yip**"), aged 45, has been appointed as an independent non-executive Director since January 2014. He obtained the degree of Master of Business Administration from The Bernard M. Baruch College of The City University of New York in 1995 and a degree of Bachelor of Science with highest honours from The College of Staten Island of The City University of New York in 1992. Mr. Yip is proficient in investments in information technology and software related industries and has extensive experience in corporate finance, specialising in capital strategy planning. In 2007, Mr. Yip founded an investment company which is principally engaged in the investments in both listed and non-listed companies in the Asia-Pacific region. Mr. Yip is also the director and a shareholder of a private company principally engaged in trading of electronic components and products. Mr. Yip has been a committee member of the 6th Committee of Meizhou City of Guangdong Province of The Chinese People's Political Consultative Conference since his appointment in January 2012 and is the vice chairman of the 2nd Session of Board of Wanchai and Central & Western District Industries and Commerce Association. Mr. Yip is also a director of Phoenix Charitable Foundation Limited and the adviser to the North District, New Territories East Region of the Auxiliary Medical Service, Hong Kong Special Administrative Region Government of the People's Republic of China. In accordance with the letter of appointment entered into between the Company and Mr. Yip, Mr. Yip would serve as an independent non-executive Director for a term of two years commencing on 2 January 2014 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Ms. Xiao Yiming ("**Ms. Xiao**"), aged 34, has been appointed as an independent non-executive Director since January 2014. 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 17 January 2014 and is subject to retirement from office and re-election in accordance with the bye-laws of the Company.

Senior Management

Mr. Lau Siu Cheong ("**Mr. Lau**"), aged 41, 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 and is a member of the CPA Australia. 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 of some of the subsidiaries and the director of a subsidiary within the Group. Mr. Lau has over 15 years of experience in finance and accounting.

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 Audit Committee members as at the date of this circular are Mr. Yip Chi Fai Stevens, Mr. Lam Kit Sun and Ms. Xiao Yiming. They are the independent non-executive Directors of the Company. The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

13. GENERAL

The English text of this circular and the accompanying form of proxy 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$8.5 million and are payable by the Company.

15. DOCUMENTS AVAILABLE FOR INSPECTION

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

(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 2012, 2013 and 2014;

(c) the letter from the Independent Board Committee, the text of which is set out on pages 38 to 39 of this circular;

(d) the letter of advice from Convoy Capital, the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders, the text of which is set out on pages 40 to 63 of this circular;

(e) the unaudited pro forma financial information of the Group issued by RSM Nelson Wheeler set out in Appendix II to this circular;

(f) the written consents referred to in the paragraph under the headed "Qualifications and Consent of Experts" in this appendix; and

(g) the material contracts referred to in the section headed "Material Contracts" in this appendix.

GET HOLDINGS LIMITED
智易控股有限公司*

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

(Stock Code: 8100)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting ("**SGM**") of GET Holdings Limited ("**Company**") will be held at 11:00 a.m. on Monday, 11 May 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong to consider and, if thought fit, approve the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** subject to and conditional upon: (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in all the Rights Shares (as defined below) (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 22 April 2015 ("**Circular**")); (ii) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; (iii) the posting of the Prospectus Documents (as defined in the Circular) to the Qualifying Shareholders (as defined below) by no later than the Prospectus Posting Date; and (iv) the Underwriting Agreement (as defined in the Circular) not being terminated by the Underwriter (as defined in the Circular) pursuant to the terms thereof on or before the Latest Time for Termination (as defined in the Circular):

(a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;

(b) the issue by way of rights ("**Rights Issue**") of 586,237,461 New Shares (as defined in the Circular) ("**Rights Shares**") to the shareholders ("**Qualifying Shareholders**") of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 21 May 2015 ("**Record Date**") (or such other date as may be agreed between the Company and the Underwriter) other than those shareholders whose registered addresses as shown on the register of members of the Company are in any place outside Hong Kong and whom the directors of the Company ("**Directors**"), based on the enquiry made by the Company, consider it is necessary or expedient not to offer the Rights Shares to such shareholders ("**Excluded Shareholders**") on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in those place(s), in the proportion of three Rights Shares for every one New Share then held on the Record Date at the subscription price of HK$0.35 per Rights Share and otherwise on the terms and conditions set out in the

* *For identification purposes only*

Circular, a copy of which has been produced to this meeting marked "**A**" and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved;

(c) any one Director be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue provided that in the case of Excluded Shareholders, the Rights Shares shall not be allotted and issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Rights Shares shall be sold in the market as soon as practicable after dealings in Rights Shares in their nil-paid form commence and the proceeds of such sale (after deduction of expenses) of more than HK$100 will be paid pro rata to the Excluded Shareholders and the Company shall retain any individual amount of HK$100 or less;

(d) any one Director be and is hereby authorised to make such other exclusions or other arrangements in relation to the Excluded Shareholders as he/she may deem necessary or expedient and generally to do such things or make such arrangements as he/she may think fit to effect the Rights Issue; and

(e) any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue and the Underwriting Agreement or any transactions contemplated thereunder."

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

Hong Kong, 22 April 2015

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. The resolution to be proposed at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market ("**GEM**") of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**") and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.

2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

4. To be valid, the instrument appointing a proxy and (if required by the board of Directors ("**Board**")) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

5. Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this notice, the Board consists of two executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi, and three independent non-executive Directors, namely Mr. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming.

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 a minimum period of 7 days from the date of its publication and on the website of the Company at www.geth.com.hk.