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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**GET HOLDINGS LIMITED**

**智易控股有限公司\***

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

**(Stock code: 8100)**

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ALLOT AND ISSUE NEW SHARES;  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 11:00 a.m. on Friday, 1 June 2018 at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed herein.

Whether or not you are able to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 11:00 a.m. (Hong Kong time) on Wednesday, 30 May 2018 or not less than 48 hours before the time appointed for holding any adjourned AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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

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## CHARACTERISTICS OF GEM

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

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

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## CONTENTS

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	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Explanatory Statement on the Repurchase Mandate</b> .....	I-1
<b>Appendix II — Details of the retiring Directors proposed to be re-elected at the AGM</b> .....	II-1
<b>Notice of AGM</b> .....	AGM-1

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 1 June 2018 at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Hong Kong
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda (as amended and supplemented from time to time)
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to an amount equal to 20% of the total number of issued Shares as at the date of passing of the resolution numbered 5 in the notice convening the AGM
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares, which shall not exceed 10% of the total number of issued Shares as at the date of passing of the resolution numbered 4 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**GET HOLDINGS LIMITED**

**智易控股有限公司\***

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

**(Stock code: 8100)**

*Executive Directors:*

Ms. Hung Yvonne (*Acting Chairman & Chief Executive Officer*)  
Mr. Pon Kai Choi Phemey  
Mr. Lee Kin Fai  
Mr. Wong Hin Shek

*Independent non-executive Directors:*

Mr. Chan Yung  
Mr. Cheng Hong Kei  
Ms. Xiao Yiming  
Professor Chui Tsan Kit  
Professor Lee T. S.

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

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

21/F, China Hong Kong Tower  
8–12 Hennessy Road  
Wanchai  
Hong Kong

30 April 2018

*To the Shareholders*

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ALLOT AND ISSUE NEW SHARES;  
AND  
(2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding (i) the proposed grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the proposed re-election of the retiring Directors.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 13 June 2017 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

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

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-1 to AGM-6 of this circular. With reference to the Repurchase Mandate and the General Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

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

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

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

Further, pursuant to Bye-law 83(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual

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## LETTER FROM THE BOARD

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vacancy on the Board or, subject to authorisation by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Pon Kai Choi Phemey, Mr. Wong Hin Shek, Mr. Chan Yung and Mr. Cheng Hong Kei were appointed by the Board and shall retire at the AGM and each of them, being eligible, will offer himself for re-election at the AGM.

In addition to the Directors who will retire at the AGM as disclosed in the 2017 annual report of the Company, Ms. Hung Yvonne will retire at the AGM and not offer herself for re-election at the AGM in order to focus on her own personal business which requires more of her time and dedication.

Particulars of Mr. Pon Kai Choi Phemey, Mr. Lee Kin Fai, Mr. Wong Hin Shek, Mr. Chan Yung, Mr. Cheng Hong Kei and Ms. Xiao Yiming are set out in Appendix II to this circular.

#### 4. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the grant of the Repurchase Mandate, the General Mandate, the Extension Mandate and the re-election of the retiring Directors. In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the AGM.

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

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 11:00 a.m. (Hong Kong time) on Wednesday, 30 May 2018 or not less than 48 hours before the time appointed for holding any adjourned AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.



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## LETTER FROM THE BOARD

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### **Closure of register of members**

To ascertain a member's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 29 May 2018 to Friday, 1 June 2018 (both days inclusive), during which no transfer of Shares will be registered. The last share registration date for determining the eligibility to attend the AGM will be on 28 May 2018. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. (Hong Kong time) on Monday, 28 May 2018.

### **5. RESPONSIBILITY STATEMENT**

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

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

### **6. RECOMMENDATION**

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

### **7. GENERAL INFORMATION**

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

Yours faithfully

On behalf of the Board

**GET Holdings Limited**

**Hung Yvonne**

*Acting Chairman and Executive Director*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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

### **1. SHARE CAPITAL**

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

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

### **2. REASONS FOR REPURCHASE OF SHARES**

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

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

### **3. FUNDING OF REPURCHASES**

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

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

#### **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

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

#### **5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

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

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

#### **6. UNDERTAKING**

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

#### **7. TAKEOVERS CODE IMPLICATIONS**

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

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

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**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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

**8. GENERAL**

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

**9. MARKET PRICES OF SHARES**

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

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2017</b>		
April	0.680	0.590
May	0.680	0.580
June	0.670	0.530
July	0.740	0.470
August	0.660	0.495
September	0.560	0.450
October	0.520	0.475
November	0.560	0.385
December	0.460	0.340
<b>2018</b>		
January	0.440	0.355
February	0.470	0.395
March	0.460	0.370
April (up to the Latest Practicable Date)	0.435	0.390

*The following are the particulars of Mr. Pon Kai Choi Phemey, Mr. Lee Kin Fai, Mr. Wong Hin Shek, Mr. Chan Yung, Mr. Cheng Hong Kei and Ms. Xiao Yiming, all of whom will retire by rotation at the AGM and being eligible, will offer themselves for re-election.*

## EXECUTIVE DIRECTORS

### (1) Mr. Pon Kai Choi Phemey (“Mr. Pon”)

Mr. Pon, aged 57, has been appointed as an executive Director since November 2017. He is a member of the Hong Kong Institute of Surveyors and obtained Professional Diploma of Estate Management from The Hong Kong Polytechnic University and Master of Science Degree in Finance from The Chinese University of Hong Kong.

Mr. Pon has been a director of Centaway Training Limited since 2014, a training institute which offers investment courses. Mr. Pon was the managing director of Centaway Property Asset Management Limited during 2006 to 2015. Mr. Pon has over 25 years of experience in holding management positions in various corporations.

In accordance with the letter of appointment entered into between the Company and Mr. Pon, Mr. Pon would serve as an executive Director for an initial term of three years commencing on 2 November 2017 and is subject to retirement from office and re-election in accordance with the Bye-laws of the Company. Mr. Pon is entitled to a salary of HK\$60,000 per month which was determined by the Board with reference to his duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Pon did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

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

### (2) Mr. Lee Kin Fai (“Mr. Lee”)

Mr. Lee, aged 45, has been appointed as an executive Director since December 2016. Mr. Lee is also the compliance officer and an authorised representative of the Company for the purpose of the GEM Listing Rules. He obtained a Master’s Degree in business administration from the Manchester Business School of The University of Manchester in the United Kingdom

in 2007. Mr. Lee is a fellow member of The Hong Kong Institute of Certified Public Accountants. Mr. Lee was the company secretary of Sino Vision Worldwide Holdings Limited (formerly known as “DX.com Holdings Limited”) (Stock Code: 8086) whose shares are listed on GEM, from August 2013 to October 2017. Mr. Lee was an independent non-executive director of China Demeter Financial Investments Limited (Stock Code: 8120) whose shares are listed on GEM, from May 2013 to November 2017. Mr. Lee was an independent non-executive director of China Smartpay Group Holdings Limited (Stock Code: 8325) from March 2011 to May 2014 and First Credit Finance Group Limited (Stock Code: 8215) from June 2013 to July 2016, shares of which are both listed on GEM. Mr. Lee is also a director and the company secretary of a number of the subsidiaries within the Group. Mr. Lee was a director of corporate finance of the Company from 1 July 2016 to 13 December 2016.

In accordance with the letter of appointment entered into between the Company and Mr. Lee, Mr. Lee would serve as an executive Director for an initial term of three years commencing on 13 December 2016 and is subject to retirement from office and re-election in accordance with the Bye-laws of the Company. Mr. Lee is entitled to a salary of HK\$101,000 per month which was determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

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

Mr. Lee was a director of LCH Consultancy Limited 利駿行顧問有限公司, a private company incorporated in Hong Kong, which was dissolved by deregistration pursuant to section 291AA of the Companies Ordinance (Chapter 32, Laws of Hong Kong) on 10 September 2004. LCH Consultancy Limited 利駿行顧問有限公司 was principally engaged in consultancy business immediately before dissolution. To the best of the knowledge and belief of Mr. Lee, LCH Consultancy Limited 利駿行顧問有限公司 was solvent at the time of it being dissolved by deregistration.

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

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

**(3) Mr. Wong Hin Shek (“Mr. Wong”)**

Mr. Wong, aged 48, has been appointed as an executive Director since September 2017. He obtained a Bachelor of Commerce Degree from The University of Toronto in Canada and a Master of Science Degree in Financial Management from The University of London in the United Kingdom.

Mr. Wong has over 23 years of experience in the investment banking industry. He has been involved in the management, business development and strategic investment of listed companies in Hong Kong having operations in environmental protection, hotel, manufacturing and software industries. Mr. Wong is the responsible officer of Veda Capital Limited, a licensed corporation which carries on Type 6 (advising on corporate finance) regulated activity under the SFO. Mr. Wong is currently the chairman and an executive director of DeTai New Energy Group Limited (Stock Code: 559) and the chief executive officer and an executive director of Bisu Technology Group International Limited (formerly known as “Excel Development (Holdings) Limited”) (Stock Code: 1372). He was redesignated as a non-executive director from executive director and ceased to act as chairman of the board of directors of Sino Golf Holdings Limited (Stock Code: 361) in November 2016. Mr. Wong was also an executive director of Dongwu Cement International Limited (Stock Code: 695) from November 2016 to August 2017. The shares of these companies are listed on the Main Board of the Stock Exchange.

In accordance with the letter of appointment entered into between the Company and Mr. Wong, Mr. Wong would serve as an executive Director for an initial term of three years commencing on 1 September 2017 and is subject to retirement from office and re-election in accordance with the Bye-laws of the Company. Mr. Wong is entitled to a salary of HK\$100,000 per month which was determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

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

## INDEPENDENT NON-EXECUTIVE DIRECTORS

(1) Mr. Chan Yung *BBS, JP* (“Mr. Chan”)

Mr. Chan, aged 48, has been appointed as an independent non-executive Director since November 2017. He is also the chairman of the Nomination Committee of the Board and a member of the Audit Committee and the Remuneration Committee of the Board. Mr. Chan obtained a Bachelor’s Degree from The City University of Hong Kong, a Postgraduate Diploma of Politics and Public Administration from Tsinghua University and a Master’s Degree in Law and Public Affairs from The Chinese University of Hong Kong. He was appointed as a Justice of Peace by the HKSAR Government in 2011 and awarded Bronze Bauhinia Star in 2014.

Mr. Chan is a registered social worker and the chairman of New Territories Association of Societies. Mr. Chan has also been a director of New Territories Association of Societies (Community Services) Foundation since 2002. Mr. Chan has various public appointments including Hong Kong Deputy to the 12th National People’s Congress of the People’s Republic of China and non-official member of Lantau Development Advisory Committee. Mr. Chan is also a vice-chairman of Democratic Alliance for the Betterment and Progress of Hong Kong.

In accordance with the letter of appointment entered into between the Company and Mr. Chan, Mr. Chan would serve as an independent non-executive Director for an initial term of three years commencing on 24 November 2017 and is subject to retirement from office and re-election in accordance with the Bye-laws of the Company. Mr. Chan is entitled to a director’s fee of HK\$10,000 per month which was determined by the Board with reference to his duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chan did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

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



**(2) Mr. Cheng Hong Kei (“Mr. Cheng”)**

Mr. Cheng, aged 63, has been appointed as an independent non-executive Director since November 2017. He is also the chairman of the Audit Committee of the Board and a member of the Remuneration Committee and the Nomination Committee of the Board. He studied accountancy in Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and is a fellow member of the Hong Kong Institute of Certified Public Accountants (practising), the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. Mr. Cheng is a co-founding director of Cheng & Cheng Limited and had worked as an assessor for the Hong Kong Inland Revenue Department for 12 years. He has over 30 years of experience in accounting and taxation.

Mr. Cheng is currently an independent non-executive director of Great China Properties Holdings Limited (Stock Code: 21), whose shares are listed on the Main Board of the Stock Exchange, and South China Assets Holdings Limited (Stock Code: 8155), whose shares are listed on GEM, and was an independent non-executive director of South China Holdings Limited (now renamed as “Orient Victory Travel Group Company Limited”) (Stock Code: 265) from 28 September 2004 to 3 October 2014 and Sino Resources Group Limited (now renamed as “Elife Holdings Limited”) (Stock Code: 223) from 7 June 2008 to 30 April 2009, shares of which are both listed on the Main Board of the Stock Exchange.

In accordance with the letter of appointment entered into between the Company and Mr. Cheng, Mr. Cheng would serve as an independent non-executive Director for an initial term of three years commencing on 24 November 2017 and is subject to retirement from office and re-election in accordance with the Bye-laws of the Company. Mr. Cheng is entitled to a director’s fee of HK\$10,000 per month which was determined by the Board with reference to his duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Cheng did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

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

**(3) Ms. Xiao Yiming (“Ms. Xiao”)**

Ms. Xiao, aged 37, has been appointed as an independent non-executive Director since January 2014. She is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board. Ms. Xiao graduated from the Harbin Institute of Technology with a Bachelor’s Degree in Business Administration in Management. Ms. Xiao has over 10 years’ experience in the field of public relations. Ms. Xiao was a senior manager of investor relations of a hotel chain in China. She was a consultant of corporate communications and investor relations of a subsidiary (“**PR Company**”) of a company whose shares are listed on GEM and whose subsidiaries are principally engaged in, among others, the provision of advertising and public relations services. Ms. Xiao is currently the chief representative of the Beijing Representative Office of the PR Company and is responsible for offering consulting services in corporate communications and investor relations to companies listed in Hong Kong as well as to clients in initial public offering projects. The PR Company has provided consulting services in corporate communications and investor relations to the Group from 2012 to February 2018. Nevertheless, Ms. Xiao is not a director, partner or principal of the PR Company and Ms. Xiao is not or has not been involved in providing such consulting services to the Group.

In accordance with the letter of appointment entered into between the Company and Ms. Xiao, Ms. Xiao would serve as an independent non-executive Director for a term of two years commencing on 2 January 2018 and is subject to retirement from office and re-election in accordance with the Bye-laws of the Company. Ms. Xiao is entitled to a director’s fee of HK\$120,000 per annum which was determined by the Board with reference to her background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Xiao did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

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

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## NOTICE OF AGM

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### GET HOLDINGS LIMITED

智易控股有限公司\*

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

**(Stock code: 8100)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**AGM**”) of GET Holdings Limited (“**Company**”) will be held at 11:00 a.m. on Friday, 1 June 2018 at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Hong Kong for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the auditors of the Company for the year ended 31 December 2017.
2. To pass the following resolutions, each as a separate resolution:
  - (a) To re-elect Mr. Pon Kai Choi Phemey as an executive Director;
  - (b) To re-elect Mr. Lee Kin Fai as an executive Director;
  - (c) To re-elect Mr. Wong Hin Shek as an executive Director;
  - (d) To re-elect Mr. Chan Yung as an independent non-executive Director;
  - (e) To re-elect Mr. Cheng Hong Kei as an independent non-executive Director;
  - (f) To re-elect Ms. Xiao Yiming as an independent non-executive Director; and
  - (g) To authorise the board of Directors (“**Board**”) to fix the remuneration of Directors.
3. To re-appoint RSM Hong Kong as the auditors of the Company and to authorise the Board to fix its remuneration.

\* *For identification purposes only*

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## NOTICE OF AGM

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

“**THAT:**

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

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## NOTICE OF AGM

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

**“THAT:**

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

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## NOTICE OF AGM

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

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

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

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

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## NOTICE OF AGM

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

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

Yours faithfully  
On behalf of the Board  
**GET Holdings Limited**  
**Hung Yvonne**  
*Acting Chairman and Executive Director*

Hong Kong, 30 April 2018

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
21/F, China Hong Kong Tower  
8–12 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM (“**GEM**”) of the Stock Exchange (“**GEM Listing Rules**”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 11:00 a.m. (Hong Kong time) on Wednesday, 30 May 2018 or not less than 48 hours before the time appointed for holding any adjourned AGM.

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## NOTICE OF AGM

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5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. To ascertain a member's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 29 May 2018 to Friday, 1 June 2018 (both days inclusive), during which no transfer of Shares will be registered. The last share registration date for determining the eligibility to attend the AGM will be on 28 May 2018. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. (Hong Kong time) on Monday, 28 May 2018.

*As at the date of this notice, the Board consists of four executive Directors, namely Ms. Hung Yvonne, Mr. Wong Hin Shek, Mr. Pon Kai Choi Phemey and Mr. Lee Kin Fai, and five independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei, Professor Chui Tsan Kit, Professor Lee T. S. 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](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its publication and on the website of the Company at [www.geth.com.hk](http://www.geth.com.hk).*