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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 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 Tuesday, 25 June 2024 at Room 1- 2, 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong for the following purposes:

#### **ORDINARY RESOLUTIONS**

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

**“THAT:**

- (a) subject to and conditional upon The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of and permission to deal in such number of shares of the Company (“**Shares**”) which may fall to be allotted and issued pursuant to the exercise of the share options which may be granted under the new share option scheme of the Company (“**New Share Option Scheme**”), a copy of which is tabled at the SGM and signed by the chairman of the SGM for the purpose of identification, representing the Scheme Mandate Limit (as defined in the New Share Option Scheme), the New Share Option Scheme and the Scheme Mandate Limit, representing an amount up to 10% of the total number of Shares in issue as at the date of passing of this resolution, be and are hereby approved and adopted and the board of directors of the Company (“**Directors**”) or a committee thereof be and is hereby authorised to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take all such acts and enter into all such transactions, arrangements and agreements as they may consider necessary or expedient to implement or give full effect to the New Share Option Scheme, including without limitation:

\* *for identification purposes only*

- (i) to administer the New Share Option Scheme at its absolute discretion to grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
  - (iii) to allot, issue, and deal with from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the New Share Option Scheme in accordance with the rules of the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on GEM of the Stock Exchange and in each case, subject to the Scheme Mandate Limit (as defined in the New Share Option Scheme); and
  - (iv) to take all such steps as may be necessary, desirable or expedient to carry into effect the New Share Option Scheme; and
- (b) conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company adopted on 15 June 2017 (“**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme coming into effect, without prejudice to the rights and benefits of and attached to any outstanding options which, if any, have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution.”

## SPECIAL RESOLUTIONS

2. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** subject to and conditional upon the entry of “Famous Tech International Holdings Limited” as the new English name of the Company and the entry of “名科國際控股有限公司” as the secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, the English name of the Company be changed from “GET Holdings Limited” to “Famous Tech International Holdings Limited”, and the Chinese name “名科國際控股有限公司” be registered as the secondary name in Chinese of the Company with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda (“**Name Change Effective Date**”), and that with effect from the Name Change Effective Date, the existing Chinese name of the Company “智易控股有限公司” which is adopted for identification purpose only shall cease to be used as the Chinese name of the Company, and that any one Director be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of the name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

3. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** conditional upon compliance by the Company with section 46(2) of the Companies Act 1981 of Bermuda (as amended from time to time) and the bye-laws of the Company (as amended from time to time) to effect the cancellation of share premium account referred to below, and with effect from the date of passing of this special resolution or upon the date on which the above condition is fulfilled (whichever is the later) (“**Effective Date**”):

- (a) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be and is hereby reduced to nil so that the amount of the share premium on the Effective Date as last determined by the Company of HK\$517,181,441.74 be reduced by an amount of HK\$517,181,441.74 to HK\$Nil (“**Cancellation**”);
- (b) the credits arising from the Cancellation be entirely transferred to the contributed surplus account of the Company (“**Contributed Surplus Account**”) within the meaning of the Companies Act 1981 of Bermuda (as amended from time to time);

- (c) the board of Directors (“**Board**”) or a committee thereof be and is hereby authorised to utilise and apply any credit balance of the Contributed Surplus Account to eliminate or to set off the accumulated losses of the Company as at the Effective Date and/or to eliminate or to set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and
- (d) the Board or a committee thereof be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Cancellation.”
4. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the second amended and restated bye-laws of the Company (incorporating the proposed amendments to the existing bye-laws of the Company, the details of which are set out in Appendix II to the circular of the Company dated 31 May 2024) (“**Second Amended and Restated Bye-laws**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of this meeting, and any one Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the Second Amended and Restated Bye-laws.”

Yours faithfully  
On behalf of the Board  
**GET Holdings Limited**  
**Wong Jing Shong**  
*Chairman and Executive Director*

Hong Kong, 31 May 2024

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

*Head office and principal place of  
business in Hong Kong:*  
Room 1204-05, 12/F., Centre Point  
181-185 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. All resolutions at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on 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 the Stock Exchange 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/her. 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) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 11:00 a.m. (Hong Kong time) on Sunday, 23 June 2024 or not less than 48 hours before the time appointed for holding any adjourned SGM.
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.
7. To ascertain a member’s entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 20 June 2024 to Tuesday, 25 June 2024 (both days inclusive), during which no transfer of Shares will be registered. The last share registration date for determining the eligibility to attend the SGM will be on Wednesday, 19 June 2024. In order to qualify for the entitlement to attend and vote at the SGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Wednesday, 19 June 2024.

8. If a typhoon signal no. 8 or above is hoisted, “extreme conditions” caused by a super typhoon or a black rainstorm warning signal is in force at or at any time after 7:00 a.m.. on the date of the SGM, the SGM will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.geth.com.hk>) to notify shareholders of the Company of the date, time and place of the rescheduled SGM.

*As at the date of this notice, the Board consists of two executive Directors, namely Mr. Wong Jing Shong and Mr. Lau Siu Cheong, and three independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei and Ms. Wong Chi Yan.*

*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 “Latest Listed Company Information” page of the Stock Exchange’s website on [www.hkexnews.hk](http://www.hkexnews.hk) 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).*