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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)**

### **PROPOSED ADOPTION OF NEW BYE-LAWS**

This announcement is made by GET Holdings Limited (“**Company**”, together with its subsidiaries, as the “**Group**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM on The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to amend (“**Proposed Amendments**”) the existing bye-laws of the Company (“**Bye-laws**”) in order to bring the Bye-laws to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt an amended and restated bye-laws (“**New Bye-laws**”) of the Company in substitution for, and to the exclusion of, the Bye-laws.

A summary of the major areas of the Proposed Amendments are set out below:

1. to reflect the latest name of the Company by replacing all references to “M Dream Inworld Limited” with “GET Holdings Limited”;
2. to change the definition of “associate” to “close associate”, and making corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested);
3. to add the definition of “GEM Listing Rules” replacing the phrase “rules of the Designated Stock Exchange” and making corresponding changes to the relevant references;

\* For identification purposes only

4. to update the provision concerning the par value of shares of the Company from HK\$0.10 each to HK\$0.01 each;
5. to delete the provision in relation to the Company's purchases of redeemable shares not made through the market or by tender;
6. to empower the Board not to offer the shares of the Company to the shareholders of the Company ("**Shareholders**") on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place based on the legal opinions provided by legal advisers;
7. to remove the restriction on the record date for determining the Shareholders' entitlement to any dividend, distribution, allotment or issue;
8. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company's financial year;
9. to allow all general meetings to be held by means of telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate simultaneously and instantaneously;
10. to provide that an annual general meeting of the Company shall be called by notice of not less than 21 clear days, while all other general meetings (including special general meetings) shall be called by notice of not less than 14 clear days but if permitted by the GEM Listing Rules, a general meeting may be called by shorter notice, if it is so agreed under the circumstances set out in the New Bye-laws;
11. to provide that the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of general meeting on the date of the general meeting;
12. to provide that all questions submitted to a general meeting shall be decided by a simple majority of votes except where a greater majority is required by the New Bye-laws or by the Companies Act 1981 of Bermuda or the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority;

13. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
14. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
15. to delete the provision that the Shareholders shall not be permitted to participate in any meeting of the Shareholders by means of a conference telephone, electronic or other communications equipment;
16. to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 17.48A of the GEM Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the GEM Listing Rules;
17. to permit a Director to give his/her consent to a board resolution in writing by any means (including by means of electronic communication);
18. to clarify that (i) the appointment of the auditor of the Company shall be by way of an ordinary resolution; and (ii) the remuneration of the auditor of the Company shall be fixed by ordinary resolution;
19. to provide that the Shareholders may approve the removal of the auditor of the Company at any time before the expiration of his term of office by way of an extraordinary resolution, being a resolution passed by a majority of not less than two-thirds of votes cast by the Shareholders having the right to vote at a general meeting;
20. to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company to include in the event that Shareholders have failed to appoint or re-appoint the auditor, and that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
21. to provide that the signature to any notice or document to be given by the Company may be written, printed or made electronically;

22. to clarify that the Board's power to present a petition to the court for the Company to be wound up is subject to the approval of the Shareholders by way of a special resolution; and
23. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other matters, details of the AGM and particulars relating to the Proposed Amendments and the New Bye-laws, together with a notice of the AGM, will be despatched to the Shareholders in due course.

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

Hong Kong, 24 May 2022

*As at the date of this announcement, 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 announcement, 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 announcement 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 announcement misleading.*

*This announcement 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).*