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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) DISCLOSEABLE TRANSACTION:
PAYMENT OF DEPOSIT UNDER MOU IN RELATION TO THE
PROPOSED ACQUISITION OF
THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET; AND
(2) INSIDE INFORMATION:
PROPOSED INCORPORATION OF A SUBSIDIARY
TO CARRY ON TYPE 1 REGULATED ACTIVITY UNDER THE SFO**

THE PROPOSED ACQUISITION

The Board is pleased to announce that after trading hours on 2 February 2015, the Purchaser and the Vendor entered into the MOU in relation to the Proposed Acquisition. The subject matter of the Proposed Acquisition is the entire issued share capital of the Target. The Target is the holding company of two companies, namely GET Wealth Management and GET Consulting. GET Wealth Management is a member of The Hong Kong Confederation of Insurance Brokers and is permitted to carry on businesses in general insurance and long term (including linked long term) insurance. It is also registered as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority. GET Consulting is principally engaged in the provision of consulting services (including business referral services) in Hong Kong.

The maximum amount of consideration for the Proposed Acquisition shall be HK\$70 million. The Actual Consideration, subject to adjustment, for the Proposed Acquisition shall be subject to agreement by the Vendor and the Purchaser and is to be set out in the Definitive Agreement. The Purchaser has paid HK\$10 million as refundable Deposit to the Vendor immediately after the signing of the MOU. In the event that the MOU is terminated otherwise than due to the entering into of the Definitive Agreement, the Vendor shall, within 7 business days upon such termination of the MOU, return to the Purchaser such amount which is equal to the Deposit without interest.

* For identification purposes only

IMPLICATIONS UNDER THE GEM LISTING RULES

The payment of the Deposit under the MOU constitutes a discloseable transaction of the Company under the GEM Listing Rules and is subject to notification and publication requirements under Chapter 19 of the GEM Listing Rules.

The MOU may or may not lead to the entering into of the Definitive Agreement and the transactions contemplated thereunder may or may not be consummated. The Proposed Acquisition, if materialised, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement(s) will be made in respect thereof as and when required by the GEM Listing Rules.

PROPOSED INCORPORATION OF A SUBSIDIARY TO CARRY ON TYPE 1 REGULATED ACTIVITY UNDER THE SFO

This announcement is also made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules).

The Board is pleased to announce that 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 (dealing in securities) 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.

The carrying on of the Type 1 regulated activity (dealing in securities) under the SFO by the Subsidiary is subject to licensing requirements imposed by the SFC. Shareholders and potential investors should note that such approval and/or licence may or may not be obtained by the Subsidiary.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PROPOSED ACQUISITION

The Board is pleased to announce that after trading hours on 2 February 2015, the Purchaser, which is a wholly-owned subsidiary of the Company, and the Vendor entered into the MOU in relation to the Proposed Acquisition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is an Independent Third Party.

PRINCIPAL TERMS OF THE MOU

The principal terms of the MOU are set out below:

Subject matter: The subject matter of the Proposed Acquisition is the entire issued share capital of the Target.

Consideration and its adjustment: The maximum amount of consideration for the Proposed Acquisition shall be HK\$70 million. The actual consideration (“**Actual Consideration**”), subject to adjustment, for the Proposed Acquisition shall be subject to agreement by the Vendor and the Purchaser and is to be set out in the Definitive Agreement to be signed by the Vendor and the Purchaser. It is expected that the consideration will be settled in cash.

The Purchaser shall pay HK\$10 million as refundable deposit (“**Deposit**”) to the Vendor upon signing of the MOU. Subject to the entering into of the Definitive Agreement, the Deposit shall be used to settle the Actual Consideration. The Vendor and the Purchaser agree that:

- (1) in the event that the Actual Consideration is more than HK\$10 million, the Purchaser shall pay the difference between the amount of the Actual Consideration and the Deposit to the Vendor at such time and manner to be agreed by the Vendor and the Purchaser and set out the Definitive Agreement;
- (2) in the event that the Actual Consideration is less than HK\$10 million, the Vendor shall return such amount representing the difference between the Deposit and the Actual Consideration to the Purchaser at such time and manner to be agreed by the Vendor and the Purchaser and set out the Definitive Agreement; and
- (3) in the event that the Actual Consideration is equal to HK\$10 million, the payment of the Deposit by the Purchaser to the Vendor upon signing of the MOU shall fully and completely discharge the payment obligations of the Purchaser under the Definitive Agreement.

In the event that the MOU is terminated otherwise than due to the entering into of the Definitive Agreement, the Vendor shall, within 7 business days upon such termination of the MOU, return to the Purchaser such amount which is equal to the Deposit without interest.

The Actual Consideration shall be subject to adjustment with reference to the performance of the Target Group. The manner of such adjustment is to be set out in the Definitive Agreement.

Due diligence review: After the signing of the MOU, the Target and the Vendor shall support the due diligence review (including but not limited to the due diligence review of the legal and financial matters of the Target Group) to be conducted by the Purchaser and/or its advisers (“**Due Diligence Review**”) including access to information, documentation and access to personnel.

Conditions precedent: Completion of the Proposed Acquisition shall be conditional and subject to the following conditions:

- (1) the Purchaser having carried out and completed the Due Diligence Review and being satisfied with the results of the Due Diligence Review;
- (2) (where applicable) all the notification, publication and/or shareholders’ approval requirements under Chapter 19 of the GEM Listing Rules for the Proposed Acquisition having been complied with by the Company;
- (3) the Purchaser having obtained a copy of the audited consolidated financial statements of the Target for the financial year ended 31 March 2014;
- (4) the Purchaser having obtained a copy of the audited consolidated financial statements of the Target for the nine months ended 31 December 2014;
- (5) the Insurance Licence and the MPF Licence having remained valid and in full force and effect and not revoked or cancelled by relevant organisation or regulatory authority;

- (6) (where applicable) the Target Group and/or the Vendor having complied with the requirements under (i) the Insurance Companies Ordinance (Chapter 41 of the Laws of Hong Kong) or where applicable any conditions and/or requirements imposed by the Insurance Authority and/or The Hong Kong Confederation of Insurance Brokers; and (ii) the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and the Occupational Retirement Schemes Ordinance (Chapter 426 of the Laws of Hong Kong) or where applicable any conditions and/or requirements imposed by the Mandatory Provident Fund Schemes Authority in connection with the Proposed Acquisition (including but not limited to the change in control as a result of the Proposed Acquisition) and the transactions contemplated under the Definitive Agreement; and
- (7) other standard conditions precedent customary to transaction of this nature, e.g. no material adverse change of the Target Group, true and accurate warranties given by the Vendor, etc.

Exclusivity: During the nine months (or such longer period as may be agreed between the Vendor and the Purchaser) from the date of the MOU (“**Exclusivity Period**”), the Purchaser has exclusive negotiation right regarding the Proposed Acquisition and the Vendor shall not negotiate with, or in any form, discuss with, any third party with regard to the Proposed Acquisition unless the MOU is terminated in accordance with its terms.

Definitive Agreement: The Vendor and the Purchaser shall negotiate in good faith to enter into the Definitive Agreement reflecting the indicative terms and conditions of the MOU to the extent appropriate during the Exclusivity Period.

Termination: The MOU shall be terminated upon the occurrence of any of the following:

- (1) the Vendor and the Purchaser mutually agree in writing to terminate the MOU;
- (2) the Purchaser informing the Vendor in writing of its intention not to proceed with the Proposed Acquisition;
- (3) the last day of the Exclusivity Period; or
- (4) the execution of the Definitive Agreement.

The MOU was intended to record certain preliminary understanding in principle agreed between the Purchaser and the Vendor in order to serve as a platform for further negotiations and was not intended to be legally binding on the relevant parties (save for the provisions relating to the “Consideration”, “Exclusivity”, “Termination” and certain miscellaneous matters).

Immediately after the signing of the MOU, the Purchaser has paid the refundable Deposit to the Vendor in accordance with the MOU with its internal resources.

INFORMATION OF THE TARGET GROUP

The Target is a company incorporated in the British Virgin Islands and is an investment holding company. The Target is currently holding the entire issued share capital of each of the following companies:

1. GET Wealth Management, a company incorporated in Hong Kong, which is a member of The Hong Kong Confederation of Insurance Brokers and is permitted to carry on businesses in general insurance and long term (including linked long term) insurance. It is also registered as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority.
2. GET Consulting, a company incorporated in Hong Kong, which is principally engaged in the provision of consulting services (including business referral services) in Hong Kong.

INFORMATION OF THE GROUP

The principal activity of the Company is investment holding. 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) website development, e-learning products and services, (iii) securities investment, (iv) money lending, (v) provision of insurance and MPF Schemes brokerage services and (vi) provision of corporate management solutions and information technology contract services.

GENERAL

One of the principal business activities of the Group is the provision of insurance and MPF Schemes brokerage services. The Directors consider that the entering into of the MOU and the Proposed Acquisition thereunder represents an opportunity for the Group to expand the scale of its business in insurance and MPF Schemes brokerage services market.

IMPLICATIONS UNDER THE GEM LISTING RULES

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The MOU may or may not lead to the entering into of the Definitive Agreement and the transactions contemplated thereunder may or may not be consummated. The Proposed Acquisition, if materialised, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement(s) will be made in respect thereof as and when required by the GEM Listing Rules.

PROPOSED INCORPORATION OF A SUBSIDIARY TO CARRY ON TYPE 1 REGULATED ACTIVITY UNDER THE SFO

This announcement is also made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules).

The Board is pleased to announce that 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 (dealing in securities) 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.

The Company 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.

The carrying on of the Type 1 regulated activity (dealing in securities) under the SFO by the Subsidiary is subject to licensing requirements imposed by the SFC. Shareholders and potential investors should note that such approval and/or licence may or may not be obtained by the Subsidiary.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM

“Definitive Agreement”	the legally binding sale and purchase agreement to be negotiated and entered into between the Purchaser and the Vendor in relation to the Proposed Acquisition
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GET Consulting”	GET Consulting Company Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Target
“GET Wealth Management”	GET Wealth Management Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Target
“Group”	the Company and its subsidiaries
“Independent Third Party”	third party independent of and not connected with the Company and its connected persons (within the meaning of the GEM Listing Rules)
“Insurance Licence”	the membership of GET Wealth Management in The Hong Kong Confederation of Insurance Brokers and the permission to carry on businesses in general insurance and long term (including linked long term) insurance
“MOU”	the MOU dated 2 February 2015 and entered into between the Purchaser and the Vendor in relation to the Proposed Acquisition
“MPF Licence”	the registration of GET Wealth Management as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority
“MPF Schemes”	Mandatory Provident Fund Schemes
“Proposed Acquisition”	the proposed acquisition of the entire issued share capital of the Target by the Purchaser from the Vendor
“Purchaser”	Fast Yield Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	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

“Shareholders”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a company to be incorporated in Hong Kong and to be wholly-owned by the Group, which, 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, will be principally engaged in the carrying on of Type 1 regulated activity (dealing in securities) under the SFO
“Target”	Trendmode Holdings Limited, a company incorporated in the British Virgin Islands
“Target Group”	Target and its subsidiaries, namely GET Wealth Management and GET Consulting
“Vendor”	a Hong Kong citizen and the sole beneficial owner of the entire issued share capital of the Target, who is an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 2 February 2015

As at the date of this announcement, 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 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 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.