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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)

INSIDE INFORMATION: PROPOSED ISSUE OF NOTES

This announcement is made by GET Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules).

The board (“**Board**”) of directors (“**Directors**”) of the Company announces that after trading hours on 5 February 2015, the Company as issuer and GEO Securities Limited as placing agent (“**Placing Agent**”), entered into a placing agreement (“**Placing Agreement**”) pursuant to which the Placing Agent agreed to act as placing agent of the Company, on a best endeavour basis, to procure the placee(s) who (and its/his/her/their respective ultimate beneficial owner(s), if applicable) shall be third parties independent of, and not connected with the Company, its connected persons (within the meaning of the GEM Listing Rules) and their respective associates (within the meaning of the GEM Listing Rules), to subscribe for the 6% per annum notes (“**Notes**”) to be issued by the Company in an aggregate principal amount of up to HK\$50,000,000 maturing on the second anniversary of the issue date of the Notes at the placing price equal to 100% of the principal amount of the Notes (“**Placing**”). The placing period (“**Placing Period**”) for the Placing shall last for a period commencing on the day immediately following the date of the Placing Agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the Placing Agreement.

The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company which will rank equally and without any preference amongst themselves and at all times rank at least pari passu with all other present and future direct, unconditional, unsubordinated and unsecured obligations of the Company. No listing of the Notes will be sought on the Stock Exchange or any other stock exchanges.

* *For identification purposes only*

To the best of the knowledge, information and belief of the Directors having made all reasonable enquires, as at the date of this agreement, each of the Placing Agent and its ultimate beneficial owners is not a connected person (within the meaning of the GEM Listing Rules) of the Company.

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 Mandatory Provident Fund schemes brokerage services and (vi) provision of corporate management solutions and information technology contract services.

The Directors consider that the Placing represents an opportunity to obtain funding, which is intended to be used to finance any potential investment opportunities of the Group that may arise from time to time and for the general working capital of the Group.

The Board is of the view that the transactions contemplated by the Placing Agreement and the issue of the Notes are in the interests of the Company and its shareholders (“Shareholders”) as a whole.

Shareholders and potential investors should note that under the Placing Agreement, the Placing is undertaken on a best endeavour basis. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 5 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 of the Company 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.