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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 RIGHTS ISSUE OF 586,237,461 RIGHTS SHARES
AT HK\$0.35 PER RIGHTS SHARE ON THE BASIS OF
THREE RIGHTS SHARES
FOR EVERY ONE NEW SHARE HELD ON THE RECORD DATE**

Underwriter

Astrum Capital Management Limited



PROPOSED RIGHTS ISSUE

The Board proposes to implement the Rights Issue on the basis of three (3) Rights Shares for every one New Share held on the Record Date at the Subscription Price of HK\$0.35 per Rights Share to raise approximately HK\$205.2 million before expenses by issuing 586,237,461 Rights Shares to the Qualifying Shareholders.

* For identification purposes only

The estimated net proceeds of the Rights Issue will be approximately HK\$196.7 million (assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date) and the Company intends to apply (i) approximately HK\$20 million of the net proceeds for funding the incorporation of a company in Hong Kong and to be wholly-owned by the Group to carry on Type 1 regulated activity (dealing in securities) under the SFO, details of which are disclosed in the announcement of the Company dated 2 February 2015; (ii) approximately HK\$50 million of the net proceeds for funding the money lending business; (iii) approximately HK\$80 million of the net proceeds for future potential acquisitions or investments which are related to insurance and Mandatory Provident Fund Schemes brokerage business; (iv) approximately HK\$36 million of the net proceeds for future potential acquisition of properties; and (v) approximately HK\$10.7 million of the net proceeds for working capital of the Group.

After trading hours on 24 February 2015, the Company and the Underwriter entered into the Underwriting Agreement. Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to underwrite all the Underwritten Shares subject to the terms and conditions set out in the Underwriting Agreement.

To determine the entitlements to the Rights Issue, the register of members of the Company will be closed from Wednesday, 15 April 2015 to Thursday, 16 April 2015 (both days inclusive). No transfer of shares of the Company will be registered during this period.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge any transfer of Existing Shares or New Shares (as the case may be) (together with the relevant share certificates) 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 4:30 p.m. on Tuesday, 14 April 2015.

IMPLICATIONS UNDER THE GEM LISTING RULES

In compliance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval of the Independent Shareholders by way of poll at the SGM for Rights Issue and any controlling Shareholder and their associates or where there is no controlling Shareholder, the Directors (other than independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue and the transactions contemplated thereunder. As at the date of this announcement, the Company had no controlling Shareholder and none of the Directors (other than independent non-executive Directors) and the chief executive of the Company and their respective associates held any Existing Share.

Provided that (i) the Company does not have any controlling Shareholder; and (ii) the Directors (other than independent non-executive Directors) and the chief executive of the Company and their respective associates do not have interest in the Existing Shares and/or New Shares as at the date of the SGM for Rights Issue, no Shareholder will be required to abstain from voting on the resolution approving the Rights Issue and the transactions contemplated thereunder proposed at the SGM for Rights Issue.

An Independent Board Committee comprising all the independent non-executive Directors has been formed to make recommendations to the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

GENERAL

The SGM for Rights Issue will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Rights Issue and the transactions contemplated thereunder. The circular containing, among other things, further details of (i) the Rights Issue and the transactions contemplated thereunder; (ii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders setting out its recommendation in respect of the Rights Issue and the transactions contemplated thereunder; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder; and (iv) the notice of the SGM for Rights Issue, will be despatched to the Shareholders as soon as practicable.

To determine the entitlements to attend the SGM for Rights Issue, the register of members of the Company will be closed from Tuesday, 31 March 2015 to Thursday, 9 April 2015 (both days inclusive). No transfer of shares of the Company will be registered during this period.

In order to be registered as members of the Company at the close of business on Thursday, 9 April 2015 (being the record date for attendance and voting at the SGM for Rights Issue), Shareholders must lodge any transfer of Existing Shares or New Shares (as the case may be) (together with the relevant share certificates) 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 4:30 p.m. on Monday, 30 March 2015.

Subject to the approval of the Rights Issue by the Independent Shareholders at the SGM for Rights Issue and the Capital Reorganisation becoming effective, the Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Prospectus (without the PAL and EAF) will be despatched to the Excluded Shareholders for information only on the Prospectus Posting Date.

WARNING OF THE RISKS OF DEALINGS IN THE EXISTING SHARES, NEW SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional, upon the fulfilment of the conditions set out under the sub-section headed “Proposed Rights Issue - Conditions of the Rights Issue” of this announcement. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms. Accordingly, the Rights Issue may or may not proceed. Any Shareholder or other person contemplating selling or purchasing the Existing Shares or the New Shares (as the case may be) and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company. Any Shareholder or other person contemplating any dealings in the Existing Shares or the New Shares (as the case may be) or nil-paid Rights Shares are recommended to consult their own professional advisers.

PROPOSED RIGHTS ISSUE

After the trading hours on 24 February 2015, the Company and the Underwriter entered into the Underwriting Agreement in respect of the proposed Rights Issue.

Issue statistics

Basis of the Rights Issue	: Three (3) Rights Shares for every one New Share held on the Record Date
Number of Existing Shares in issue as at the date of this announcement	: 1,954,124,877 Existing Shares
Number of New Shares expected to be in issue as at the Record Date assuming the Capital Reorganisation has become effective	: 195,412,487 New Shares (assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date)
Number of Rights Shares	: 586,237,461 Rights Shares
Aggregate nominal value of the Rights Shares to be issued	: HK\$5,862,374.61
Subscription Price	: HK\$0.35 per Rights Share
Underwriter	: Astrum Capital Management Limited
Enlarged issued share capital of the Company upon completion of the Rights Issue	: 781,649,948 New Shares
Funds raised before expenses	: Approximately HK\$205.2 million

The aggregate number of the Rights Shares to be issued pursuant to the Rights Issue amounts to 586,237,461 and represents 300% of the existing issued share capital of the Company (assuming the Capital Reorganisation has become effective) and 75% of the existing issued share capital of the Company (assuming the Capital Reorganisation has become effective) as enlarged by the allotment and issue of the Rights Shares (assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date).

As at the date of this announcement, it is expected that the Tranche II Performance Shares and the Shortfall Performance Shares (i.e. up to an aggregate of 184,204,967 Existing Shares) which may be allotted and issued by the Company in or around June 2015. As the allotment and issue of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will take place after the Record Date, the holder(s) of the Tranche II Performance Shares and the Shortfall Performance Shares (if any) will not qualify for the Rights Issue.

Save for the Tranche II Performance Shares and the Shortfall Performance Shares, as at the date of this announcement, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or New Shares, as the case may be.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must:

1. be registered as a member of the Company at the close of business on the Record Date; and
2. not be an Excluded Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge any transfer of Existing Shares or New Shares (as the case may be) (together with the relevant share certificates) 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 4:30 p.m. on Tuesday, 14 April 2015.

Closure of register of members

To determine the entitlements to the Rights Issue, the register of members of the Company will be closed from Wednesday, 15 April 2015 to Thursday, 16 April 2015, both days inclusive. No transfer of shares of the Company will be registered during this period.

Rights of Overseas Shareholders

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders on the Record Date, if any, may not be eligible to take part in the Rights Issue as explained below.

The Company will make enquiries pursuant to Rule 17.41(1) of the GEM Listing Rules regarding the feasibility of extending the Rights Issue to the Overseas Shareholders (if any). If, based on legal opinions, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places, the Rights Issue will not be available to such Overseas Shareholders and no provisional allotment of nil-Rights Shares will be made to them. Further information in this connection will be set out in the Prospectus. The Company will send copies of the Prospectus (without the PAL and EAF) to the Excluded Shareholders for their information only.

The Company will provisionally allot the Rights Shares which represent the entitlements of the Excluded Shareholders to a nominee of the Company in nil-paid form and the Company will procure that such nominee will endeavour to sell the rights as soon as practicable after dealings in nil-paid Rights Shares commence and in any event on or before the last day of dealings in nil-paid Rights Shares at a net premium. If and to the extent that such rights can be so sold, the nominee will account to the Company for the net proceeds of sale (after deducting the expenses of sale, if any), on the basis that the net proceeds after deducting the expenses of sale (if any) attributable to the sale of the Rights Shares that would otherwise have been allotted to the Excluded Shareholders shall be distributed pro rata to their shareholdings as at the Record Date (but rounded down to the nearest cent) to the Excluded Shareholders provided that individual amounts of HK\$100 or less shall be retained by the Company for its own benefit. Any of such nil-paid rights which are not sold as aforesaid will be dealt with as Rights Shares not accepted.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Subscription Price

The Subscription Price for the Rights Shares is HK\$0.35 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 59.8% to the theoretical closing price of HK\$0.87 per New Share, based on the closing price of HK\$0.087 per Existing Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;
- (ii) a discount of approximately 61.5% to the average theoretical closing price of HK\$0.908 per New Share, based on the average closing price of HK\$0.0908 per Existing Share as quoted on the Stock Exchange for the five consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation;

- (iii) a discount of approximately 64.9% to the average theoretical closing price of HK\$0.997 per New Share, based on the average closing price of HK\$0.0997 per Existing Share as quoted on the Stock Exchange for the 10 consecutive trading days ended on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation; and
- (iv) a discount of approximately 27.1% to the theoretical ex-rights price of HK\$0.48 per New Share, based on the closing price of HK\$0.087 per Existing Share as quoted on the Stock Exchange on the Last Trading Day and adjusted taking into account the effect of the Capital Reorganisation.

Based on the Subscription Price of HK\$0.35, the estimated gross proceeds of the Rights Issue will be approximately HK\$205.2 million (assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date). The net proceeds from the Rights Issue to be received by the Company is expected to be approximately HK\$196.7 million. The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares (assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date) will be approximately HK\$0.336.

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Existing Shares and the market conditions. The Directors (excluding the independent non-executive Directors who will give their view on the Rights Issue after taking into account the advice of the independent financial adviser) consider that the discount of the Subscription Price would encourage the Shareholders to participate in the Rights Issue and accordingly maintain their pro-rata shareholdings in the Company and participate in the future growth of the Group, and that the terms of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Basis of provisional allotment

The basis of the provisional allotment will be three (3) Rights Shares (in nil-paid form) for every one New Share held by Qualifying Shareholders at the close of business on the Record Date. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for 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 on or before the Latest Time for Acceptance.

Fractions of the Rights Shares

The Company will not provisionally allot and accept applications for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and all nil-paid Rights Shares arising from such aggregation will be sold by the Company in the market, and if a premium (net of expenses) can be achieved, the Company will retain the proceeds from such sale(s) for its benefit. No odd lot matching services will be provided for the Rights Shares.

Status of the Rights Shares

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the New Shares then in issue. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of the allotment of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 12 May 2015.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares are also expected to be posted on or before Tuesday, 12 May 2015 by ordinary post at such Shareholders' own risk.

Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for, (i) Rights Shares representing the entitlement of the Excluded Shareholders and which cannot be sold at a net premium; (ii) any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders; and (iii) the aggregation of the fractional entitlements of the Qualifying Shareholders which are not sold by the Company in the market as described in the paragraph headed "Fractions of the Rights Shares" above. Application may be made by completing the EAF for excess Rights Shares and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Board will allocate the excess Rights Shares at its discretion on a fair and equitable basis, in proportion to the number of excess Rights Shares being applied for under each application, except that preference will be given to applications for less than a board lot of Rights Shares where it appears to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with intention to abuse the mechanism.

Shares registered in the name of nominee companies

Investors with their Existing Shares or New Shares (as the case may be) held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually. Investors with their Existing Shares or New Shares (as the case may be) held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Existing Shares or New Shares (as the case may be) in the name of the beneficial owner(s) prior to the Record Date.

The Qualifying Shareholders whose Existing Shares or New Shares (as the case may be) are held by their nominee(s) and who would like to have their names registered on the register of members of the Company must lodge all necessary documents with the Company's branch

share registrars in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for completion of the relevant registration by 4:30 p.m. on Tuesday, 14 April 2015.

Application for listing

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong. Nil-paid and fully-paid Rights Shares are expected to be traded in board lots of 5,000 (which is the same as the board lot size of the New Shares which will be traded when the Change in Board Lot Size becomes effective).

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled:

- (i) the Capital Reorganisation having become effective on or before the Record Date;
- (ii) the passing of the necessary resolution(s) by the Shareholders (who are not required to abstain from voting under the GEM Listing Rules) at the special general meeting of the Company to approve the Rights Issue and the transactions contemplated under the Underwriting Agreement by no later than the Prospectus Posting Date;
- (iii) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in all the Rights Shares (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date;
- (iv) the filing and registration of the Prospectus Documents (together with any other documents required by applicable law or regulation to be annexed thereto) with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date;

- (v) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date; and
- (vi) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination.

None of the above conditions precedent is capable of being waived by the Underwriter and the Company.

If the above conditions are not satisfied by the Latest Time for Acceptance (or such later date or dates as the Underwriter may agree with the Company in writing), the Underwriting Agreement shall terminate (save in respect of the provisions in relation to fees and expenses, indemnity, notices and governing law and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) and no party will have any claim against any other party for cost, damages, compensation or otherwise, and the Rights Issue will not proceed.

UNDERWRITING AGREEMENT

The principal terms of the Underwriting Agreement are as follows:

Date : 24 February 2015

Underwriter : Astrum Capital Management Limited

To the best of the Directors' knowledge and information after having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons

Total number of Rights Shares being underwritten by the Underwriter : 586,237,461 Underwritten Shares, being all the Rights Shares under the Rights Issue

Commission : The Underwriter will receive a commission in respect of its underwriting of the Rights Issue at 3.5% of the aggregate Subscription Price in respect of the Underwritten Shares

The Board considers that the terms of the Underwriting Agreement including the commission rate are fair and reasonable as compared to the market practice and commercially reasonable as agreed between the parties of the Underwriting Agreement.

Rescission and Termination of the Underwriting Agreement

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if:

- (i) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue after the signing of the Underwriting Agreement; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (c) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole; or
 - (d) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out occurred after the signing of the Underwriting Agreement which would, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (e) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which, in the reasonable opinion of the Underwriter, is or might be material to the Group taken as a whole; or
 - (f) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Existing Shares or the New Shares (as the case may be) generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (ii) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions includes a change in the system under which

the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or

- (iii) the Prospectus and all amendments and supplements thereto when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue.

The Underwriter shall be entitled by notice in writing to the Company served prior to the Latest Time for Termination, to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

- (i) any material breach of any of the warranties or undertakings of the Company contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which would render any of the warranties given by the Company contained under the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

WARNING OF THE RISKS OF DEALING IN THE EXISTING SHARES, NEW SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional upon the fulfilment of the conditions set out under the sub-section headed “Proposed Rights Issue – Conditions of the Rights Issue” of this announcement. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms. Accordingly, the Rights Issue may or may not proceed. Any Shareholder or other person contemplating selling or purchasing the Existing Shares or the New Shares (as the case may be) and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company. Any Shareholder or other person contemplating any dealings in the Existing Shares or the New Shares (as the case may be) and/or nil-paid Rights Shares are recommended to consult their own professional advisers.

EXPECTED TIMETABLE

Reference is made to the announcements of the Company dated 2 February 2015 and 17 February 2015 in respect of the proposed Capital Reorganisation and the Change in Board Lot Size.

The expected timetable for the proposed Capital Reorganisation, the Change in Board Lot Size and the Rights Issue are set out below:

Event	Date and time
Despatch of circular with notice and proxy form of the SGM for Capital Reorganisation.....	Thursday, 26 February 2015
Despatch of circular with notice and proxy form of the SGM for Rights Issue	Friday, 20 March 2015
Latest time for lodging the form of proxy of SGM for Capital Reorganisation.....	11:00 a.m. on Saturday, 21 March 2015
Expected time and date of the SGM for Capital Reorganisation.....	11:00 a.m. on Monday, 23 March 2015
Publication of announcement of results of the SGM for Capital Reorganisation.....	Monday, 23 March 2015
Expected effective date of the Capital Reorganisation.....	Tuesday, 24 March 2015
First day of free exchange of existing share certificates for new share certificates	Tuesday, 24 March 2015
Commencement of dealings in the New Shares	9:00 a.m. on Tuesday, 24 March 2015
Original counter for trading in Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 24 March 2015
Temporary counter for trading in New Shares in board lots of 2,000 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 24 March 2015
Latest time for lodging transfers of shares to qualify for attendance and voting at the SGM for Rights Issue	4:30 p.m. on Monday, 30 March 2015

Register of members closes.....From Tuesday, 31 March 2015 to
Thursday, 9 April 2015
(both days inclusive)

Latest time for lodging the form of proxy of SGM
for Rights Issue..... 11:00 a.m. on Tuesday,
7 April 2015

Record date for attendance and voting at the SGM
for Rights Issue..... Thursday, 9 April 2015

Expected time and date of the SGM for Rights Issue 11:00 a.m. on Thursday,
9 April 2015

Announcement of the result of the SGM for
Rights Issue Thursday, 9 April 2015

Original counter for trading in New Shares in board
lots of 5,000 New Shares (in the form of
new share certificates) re-opens 9:00 a.m. on Friday,
10 April 2015

Parallel trading in New Shares (in the form of new share
certificates and existing share certificates) commences..... 9:00 a.m. on Friday,
10 April 2015

Designated broker starts to provide matching services
for odd lots of New Shares..... 9:00 a.m. on Friday, 10 April 2015

Last day of dealings in the New Shares on
cum-rights basis Friday, 10 April 2015

Ex-date (the first day of dealings in the New Shares
on ex-rights basis)..... Monday, 13 April 2015

Latest time for lodging transfer of New Shares to
qualify for the Rights Issue..... 4:30 p.m. on Tuesday,
14 April 2015

Register of members closes..... From Wednesday, 15 April 2015
to Thursday, 16 April 2015
(both days inclusive)

Record Date Thursday, 16 April 2015

Despatch of the Prospectus Documents..... Friday, 17 April 2015

First day of dealings in nil-paid Rights Shares..... 9:00 a.m. on Tuesday, 21 April 2015

Latest time for splitting nil-paid Rights Shares..... 4:30 p.m. on Thursday, 23 April 2015

Last day of dealings in nil-paid Rights Shares 4:00 p.m. on Tuesday, 28 April 2015

Temporary counter for trading in New Shares
in board lots of 2,000 New Shares
(in the form of existing share certificates) closes.... 4:00 p.m. on Thursday, 30 April 2015

Parallel trading in New Shares (in the form of
new share certificates and existing share
certificates) ends..... 4:00 p.m. on Thursday, 30 April 2015

Designated broker ceases to stand in the market
to provide matching services for odd lots
of New Shares..... 4:00 p.m. on Thursday, 30 April 2015

Latest Time for Acceptance 4:00 p.m. on Monday, 4 May 2015

Latest Time for Termination of the Underwriting
Agreement..... 4:00 p.m. on Tuesday, 5 May 2015

Last day for free exchange of existing share certificates
for new share certificates..... Tuesday, 5 May 2015

Announcement of allotment results..... Monday, 11 May 2015

Despatch of share certificates for fully-paid Rights Shares
and refund cheques (if any) Tuesday, 12 May 2015

Commencement of dealings in fully-paid Rights Shares..... 9:00 a.m. on Wednesday,
13 May 2015

All times and dates specified in this announcement refer to Hong Kong local times and dates. Dates stated in this announcement for event mentioned in the timetable are indicative only and may be extended or varied. Any changes to the above expected timetable will be announced as and when appropriate in accordance with the GEM Listing Rules.

SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date, the table below sets out the shareholding structure of the Company from the date of this announcement to immediately after the completion of the Rights Issue.

Shareholders	As at the date of this announcement		Immediately after the Capital Reorganisation but before completion of the Rights Issue		Immediately after completion of the Rights Issue			
					All Shareholders take up all the Rights Shares (assuming there is no Excluded Shareholder)		The Underwriter takes up all the Rights Shares (assuming there is no Excluded Shareholder)	
	<i>Number of Existing Shares</i>	<i>%</i>	<i>Number of New Shares</i>	<i>%</i>	<i>Number of New Shares</i>	<i>%</i>	<i>Number of New Shares</i>	<i>%</i>
The Underwriter, sub-underwriter(s) and/or subscriber(s) procured by the Underwriter/sub-underwriter(s) (<i>Note</i>)	—	—	—	—	—	—	586,237,461	75.00
Public Shareholders	<u>1,954,124,877</u>	<u>100.00</u>	<u>195,412,487</u>	<u>100.00</u>	<u>781,649,948</u>	<u>100.00</u>	<u>195,412,487</u>	<u>25.00</u>
	<u>1,954,124,877</u>	<u>100.00</u>	<u>195,412,487</u>	<u>100.00</u>	<u>781,649,948</u>	<u>100.00</u>	<u>781,649,948</u>	<u>100.00</u>

Note: Pursuant to the Underwriting Agreement, (a) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers (including any direct and indirect sub-underwriters) shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive of the Company or substantial Shareholders (within the meaning of the GEM Listing Rules) or any of its subsidiaries and their respective associates or close associates; (b) the Underwriter will procure each of the subscribers (including any direct and indirect sub-underwriters) will not hold 10% or more of the voting rights of the Company immediately upon completion of the Rights Issue; and (c) the Underwriter will not, and will procure each of the subscribers (including any direct and indirect sub-underwriters) will not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 29.9% or more of the voting rights of the Company immediately upon completion of the Rights Issue.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

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 estimated gross proceeds of the Rights Issue will be approximately HK\$205.2 million (assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date). The estimated net proceeds from the Rights Issue will be approximately HK\$196.7 million (assuming no further issue or repurchase of Existing Shares or New Shares on or before the Record Date) which are intended to be used as to (i) approximately HK\$20 million of the net proceeds for funding the incorporation of a company in Hong Kong and to be wholly-owned by the Group to carry on Type 1 regulated activity (dealing in securities) under the SFO, details of which are disclosed in the announcement of the Company dated 2 February 2015; (ii) approximately HK\$50 million of the net proceeds for

funding the money lending business; (iii) approximately HK\$80 million of the net proceeds for future potential acquisitions or investments which are related to insurance and Mandatory Provident Fund Schemes brokerage business; (iv) approximately HK\$36 million of the net proceeds for future potential acquisition of properties; and (v) approximately HK\$10.7 million of the net proceeds for working capital of the Group.

The Directors consider that it is prudent to finance the Group's long term growth by way of the Rights Issue which will not only strengthen the Group's capital base and enhance its financial position without increasing finance costs, but will also allow all Qualifying Shareholders the opportunity to participate in the growth of the Group through the Rights Issue at a price lower than the current market price of the Existing Shares. The Board considers that the fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

FUND RAISING EXERCISE OF THE COMPANY DURING THE PAST 12 MONTHS

Apart from the fund raising activities mentioned below, the Company had not raised any other funds by equity issue in the past 12 months immediately preceding the date of this announcement:

Date of Announcement	Fund raising activity	Intended use of net proceeds	Actual use of net proceeds as at the date of this announcement
6 October 2014 and 17 October 2014	Placing of 319,260,000 new Existing Shares at HK\$0.121 per Existing Share pursuant to the general mandate as refreshed by the Shareholders at the special general meeting of the Company held on 11 September 2014	Approximately HK\$37.2 million will be used as general working capital of the Group and for financing potential investment of the Group in the future	Approximately HK\$19.2 million used as general working capital of the Group and approximately HK\$18 million used for the consideration of acquisition of 100% of issued share capital of Wafer System Limited on 31 December 2014

IMPLICATIONS UNDER THE GEM LISTING RULES

In compliance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval of the Independent Shareholders by way of poll at the SGM for Rights Issue and any controlling Shareholder and their associates or where there is no controlling Shareholder, the Directors (other than independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in

favour of the resolution relating to the Rights Issue and the transactions contemplated thereunder. As at the date of this announcement, the Company had no controlling Shareholder and none of the Directors (other than independent non-executive Directors) and the chief executive of the Company and their respective associates held any Existing Share.

Provided that (i) the Company does not have any controlling Shareholder; and (ii) the Directors (other than independent non-executive Directors) and the chief executive of the Company and their respective associates do not have interest in the Existing Shares and/or New Shares as at the date of the SGM for Rights Issue, no Shareholder will be required to abstain from voting on the resolution approving the Rights Issue and the transactions contemplated thereunder proposed at the SGM for Rights Issue.

An Independent Board Committee comprising all the independent non-executive Directors has been formed to make recommendations to the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

GENERAL

The SGM for Rights Issue will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Rights Issue and the transactions contemplated thereunder. The circular containing, among other things, further details of (i) the Rights Issue and the transactions contemplated thereunder; (ii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders setting out its recommendation in respect of the Rights Issue and the transactions contemplated thereunder; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder; and (iv) the notice of the SGM for Rights Issue, will be despatched to the Shareholders as soon as practicable.

To determine the entitlements to attend the SGM for Rights Issue, the register of members of the Company will be closed from Tuesday, 31 March 2015 to Thursday, 9 April 2015 (both days inclusive). No transfer of shares of the Company will be registered during this period.

In order to be registered as members of the Company at the close of business on Thursday, 9 April 2015 (being the record date for attendance and voting at the SGM for Rights Issue), Shareholders must lodge any transfer of Existing Shares or New Shares (as the case may be) (together with the relevant share certificates) 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 4:30 p.m. on Monday, 30 March 2015.

Subject to the approval of the Rights Issue by the Independent Shareholders at the SGM for Rights Issue and the Capital Reorganisation becoming effective, the Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Prospectus (without the PAL and EAF) will be despatched to the Excluded Shareholders for information only on the Prospectus Posting Date.

DEFINITIONS

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

“Acquisition Agreement”	the sale and purchase agreement dated 15 November 2012 signed by the Company in relation to the acquisition of 50.5% of the equity interest in Apperience Corporation (as supplemented and amended by the supplemental agreement dated 11 December 2012)
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
“Capital Reduction”	the proposed reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Subdivision
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading of New Shares on the Stock Exchange from 20,000 to 5,000 upon the Capital Reorganisation becoming effective
“close associate”	has the meaning ascribed thereto under the GEM Listing Rules
“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”	has the meaning ascribed thereto under the GEM Listing Rules
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Subdivision
“controlling Shareholder”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the form of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, being in such usual form as may be agreed between the Company and the Underwriter
“Excluded Shareholder(s)”	the Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Existing Share(s)”	ordinary share(s) of HK0.01 each in the existing share capital of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board comprising all the independent non-executive Directors, established to advise the Independent Shareholders of the Rights Issue
“Independent Shareholder(s)”	any Shareholder(s) other than the controlling Shareholder(s) and their respective associates or, where there are no controlling Shareholder(s), the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates

“Last Trading Day”	24 February 2015, being the date of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Monday, 4 May 2015 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for acceptance of the offer of Rights Shares and the application for the excess Rights Shares and if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at anytime before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.
“Latest Time for Termination”	4:00 p.m. on Tuesday, 5 May 2015, being the first Business Day after the Latest Time for Acceptance, or such later time as may be agreed between the Company and the Underwriter
“New Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective
“Overseas Shareholder(s)”	Shareholder(s) with registered address(es) (as shown in the register of members of the Company on the Record Date) which is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be used in connection with the Rights Issue
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus to be issued by the Company in connection with the Rights Issue in the agreed form expected to be dated the Prospectus Posting Date
“Prospectus Documents”	the Prospectus, the PAL and the EAF
“Prospectus Posting Date”	Friday, 17 April 2015 or such other date as may be agreed between the Company and the Underwriter, being the date of despatch of the Prospectus Documents

“Qualifying Shareholder(s)”	Shareholder(s) whose names appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	Thursday, 16 April 2015 or such other date as may be agreed between the Company and the Underwriter in accordance with the relevant regulations or requirements
“Rights Issue”	the proposed issue of the Rights Shares on the basis of three (3) Rights Shares for every one (1) New Share held on the Record Date at the Subscription Price pursuant to the Prospectus Documents and as contemplated under the Underwriting Agreement
“Rights Shares”	the 586,237,461 New Shares proposed to be offered to the Qualifying Shareholders pursuant to the Rights Issue for subscription on the terms set out in the Underwriting Agreement and in the Prospectus
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM for Rights Issue”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve the Rights Issue and the transactions contemplated thereunder
“SGM for Capital Reorganisation”	the special general meeting of the Company to be convened and held at 11:00 a.m. on 23 March 2015 for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Existing Share(s) or the New Share(s), as the case may be
“Share Subdivision”	the proposed sub-division of each of the authorised but unissued Consolidated Shares of HK\$0.10 each into ten (10) New Shares of HK\$0.01 each
“Shortfall Performance Shares”	up to 2,662,144 the Existing Shares (subject to adjustments) which may be allotted and issued by the Company in accordance with the Acquisition Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the issue price of HK\$0.35 per Rights Share at which the Rights Shares are proposed to be offered for subscription

“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers, as modified, amended and supplemented from time to time
“Tranche II Performance Shares”	up to 181,542,823 the Existing Shares (subject to adjustments) which may be allotted and issued by the Company in accordance with the Acquisition Agreement
“Underwriter”	Astrum Capital Management Limited, a licensed corporation to carry out business in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
“Underwriting Agreement”	the underwriting agreement dated 24 February 2015 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
“Underwritten Shares”	such number equal to the actual number of the Rights Shares
“%”	per cent.

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

Hong Kong, 24 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.