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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)

MAJOR AND CONNECTED TRANSACTION: ACQUISITION OF 100% OF THE ISSUED SHARE CAPITAL OF THE TARGET

THE SP AGREEMENT

The Board is pleased to announce that, after trading hours on 1 April 2015, the Purchaser, a wholly-owned subsidiary of the Company, and the Vendor entered into the SP Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 100% of the issued share capital of the Target at Completion at the consideration of HK\$52,000,000 (subject to adjustments), upon and subject to the terms set out therein.

The Target is a company incorporated in the BVI with limited liability on 15 January 2014 and is an investment holding company. In March 2014, the Target acquired the entire equity interests in 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; and
- (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.

Immediately after Completion, the Target will become a wholly-owned subsidiary of the Company. The results of the Target Group will be consolidated into the financial statements of the Company.

* For identification purposes only

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under the GEM Listing Rules and is subject to the notification, announcement and shareholders' approval requirements of Chapter 19 of the GEM Listing Rules.

As the Vendor is the spouse of a substantial shareholder and a director of a subsidiary of the Company, the Vendor is a connected person of the Company at the subsidiary level and the Acquisition is on normal commercial terms, the Acquisition also constitutes a connected transaction for the Company under the GEM Listing Rules and is exempted from the circular, independent financial advice and shareholders' approval requirements.

The SGM will be convened for the Shareholders to consider and, if thought fit, approve the SP Agreement and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, no Shareholder has a material interest in the transactions contemplated under the SP Agreement. As such, no Shareholder will be required to abstain from voting in favour of the resolution(s) to approve the Acquisition, the SP Agreement and the transactions contemplated thereunder at the SGM.

A circular containing, among others, (i) details of the Acquisition, the SP Agreement and the transactions contemplated thereunder; (ii) further information of the Target Group (including the Business Valuation); and (iii) the notice of the SGM is expected to be despatched to the Shareholders on or before 8 May 2015 as more time is needed for the preparation of the financial information to be contained therein.

As Completion is subject to the fulfilment of the Conditions, the Acquisition may or may not be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.

Reference is made to the announcement of the Company dated 2 February 2015 in relation to the MOU. The Board is pleased to announce that, after trading hours on 1 April 2015, the Purchaser, a wholly-owned subsidiary of the Company, and the Vendor entered into the SP Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 100% of the issued share capital of the Target at Completion at the consideration of HK\$52,000,000 (subject to adjustments), upon and subject to the terms set out therein.

THE SP AGREEMENT

Major terms of the SP Agreement are set out below.

Date:

1 April 2015

Parties:

- Purchaser : Fast Yield Holdings Limited, a company incorporated in the BVI with limited liability and is an investment holding company. The Purchaser is a wholly-owned subsidiary of the Company.
- Vendor : Leung Wai Hon, a Hong Kong citizen and is the sole legal and beneficial owner of the entire issued share capital of the Target.

The Vendor is the founder of the Target Group. He has around 11 years of experience in financial planning, financial consulting and wealth management businesses. He is a Certified Financial Consultant of The Institute of Financial Consultants.

Assets to be acquired:

The Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 100% of the issued share capital of the Target, free from all encumbrances and together with all rights and benefits attaching thereto.

The original investment cost for the establishment of the Target by the Vendor was approximately HK\$8,000.

Conditions precedent:

Completion shall be conditional upon and subject to the fulfilment or (if applicable) waiver of following Conditions:

- (1) the Purchaser having carried out and completed the due diligence review of the Target Group (whether legal, accounting, financial, operational or other aspects that the Purchaser considers necessary) and being satisfied with the results of the due diligence review of the Target Group and its related business, assets, liabilities, activities, operations, financial position and prospects of the Target Group in all respects;
- (2) (where applicable) all the notification, publication and/or shareholders' approval requirements under Chapter 19 of the GEM Listing Rules for the SP Agreement and the transactions contemplated thereunder including the 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 being revoked or cancelled by relevant organisation or regulatory authority and no circumstances or events that may result in the revocation and/or cancellation of such licences have occurred up to Completion;
- (6) (where applicable) the Target Group and 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 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 SP Agreement and the transactions contemplated thereunder including the Acquisition (including but not limited to the change in control as a result thereof);
- (7) the Purchaser having obtained the Business Valuation;
- (8) all the representations, warranties and undertakings given by the Vendor under the SP Agreement will remain true and correct and not misleading in all respects as at the Completion Date;
- (9) all requisite consents, clearances, authorisations and approvals (or, as the case may be, the relevant waivers) in connection with the entering into and performance of the terms of the SP Agreement having been obtained by the parties to the SP Agreement;
- (10) the consummation of the transactions contemplated under the SP Agreement shall not have been restrained, enjoined or otherwise prohibited by any applicable laws and regulations, including any order, injunction, decree or judgment of any court or other governmental authority; and
- (11) there being no material adverse change to the business, assets and financial conditions of the Target Group since 31 December 2014.

The Purchaser may waive Conditions (1), (3), (4), (5), (7), (8) and (11) at any time before the Long Stop Date in whole or in part by notice in writing to the Vendor, while Conditions (2), (6), (9) and (10) are not capable of being waived by either party to the SP Agreement. The Group currently does not intend to waive any of the Conditions.

If the Conditions shall not have been fulfilled or (if applicable) waived in full at or before 5:00 p.m. on the Long Stop Date, all rights and obligations of the parties under the SP Agreement shall cease and terminate, save and except for (i) the provisions in relation to confidentiality, costs and expenses, miscellaneous matters, notices and governing law, jurisdiction and process agent in the SP Agreement (“**Continuing Provisions**”) which shall remain in full force and effect; and (ii) the Vendor shall refund the Deposit to the Purchaser within 7 Business Days from the date of such termination without interests, and no party to the SP Agreement shall have any claim against the other save for claim (if any) in respect of the Continuing Provisions and any antecedent breach of the SP Agreement.

Consideration

The maximum aggregate amount of the Consideration for the purchase of the Sale Shares is HK\$52,000,000 (subject to adjustments set out in the paragraphs headed “Adjustments to the Consideration upon Completion” and “Adjustments to the Consideration after Completion” below). The Consideration shall be satisfied in cash and payable by the Purchaser to the Vendor in the following manner:

- (a) as to an aggregate sum of HK\$10,000,000, being the Deposit, which has been paid by the Purchaser to the Vendor upon signing of the MOU; and
- (b) as to an aggregate sum of HK\$42,000,000, subject to adjustments set out in the paragraph headed “Adjustments to the Consideration upon Completion” below, as remainder payable by the Purchaser to the Vendor in cash on the Completion Date.

The Consideration was determined after arm’s length negotiations between the Purchaser and the Vendor on normal commercial terms by taking into account (i) the preliminary Business Valuation on the Target Group as at 31 December 2014 in the sum of approximately HK\$52 million as appraised by an independent valuer; and (ii) the business prospects of the Target Group in the insurance and MPF Schemes brokerage service industry and the business and performance of the Target Group.

The Company will include the final Business Valuation in the circular in respect of the SP Agreement and the transactions contemplated thereunder to be despatched to the Shareholders.

The Directors are of the view that there are good business prospects of the Target Group in the insurance and MPF Schemes brokerage services due to (i) the uncertainty in the current property market and the increasing demand among the general public of Hong Kong for financial planning and wealth management through insurance and MPF Schemes products; (ii) the increased awareness in retirement planning among the general public in Hong Kong; (iii) the escalating healthcare expenses in the public healthcare sector and the increasing demand for better medical and assurance insurance products.

Adjustments to the Consideration upon Completion

In the event that the estimated fair value of 100% of the Target Group as at 31 December 2014 as reflected in the Business Valuation is less than HK\$52,000,000, the maximum aggregate amount of the Consideration for the sale and purchase of the Sale Shares shall be adjusted in accordance with the following formula:

$$A = \frac{\text{Maximum aggregate amount of the Consideration of HK\$52,000,000}}{\text{HK\$52,000,000}} \times \frac{B}{\text{HK\$52,000,000}}$$

“**A**” = the adjusted aggregate amount of the Consideration (“**Adjusted Consideration**”).

“**B**” = the estimated fair value of 100% of the Target Group as at 31 December 2014 as reflected in the Business Valuation.

In the event that the adjustment as set out in the formula applies, the remainder of the Consideration payable by the Purchaser to the Vendor upon Completion shall be the amount representing the Adjusted Consideration minus the Deposit in the sum of HK\$10,000,000.

In the event that the Adjusted Consideration is less than HK\$10,000,000, the Vendor shall pay the amount representing the Deposit in the sum of HK\$10,000,000 minus the Adjusted Consideration on the Completion Date and the payment obligation of the Purchaser under the SP Agreement shall be discharged.

In any event, the Adjusted Consideration shall not be more than HK\$52,000,000.

Adjustments to the Consideration after Completion

Under the SP Agreement, the Vendor irrevocably and unconditionally guarantees to the Purchaser that (i) the Audited Profit for FY2015 shall not be less than HK\$8,000,000; and (ii) the Audited Profit for FY2016 shall not be less than HK\$8,000,000.

The Consideration shall be subject to adjustments in the manner as stipulated below:

- (1) If the Audited Profit for FY2015 is less than HK\$8,000,000, the Vendor shall, within 30 days after the audited consolidated financial statements of the Target Group for FY2015 prepared in accordance with HKFRSs shall be made available to the Purchaser, pay to the Purchaser, a sum (“**2015 Adjustment Amount**”) in cash which is determined in accordance with the following formula:

$$A = \text{HK\$}8,000,000 - B$$

Where:

A is the 2015 Adjustment Amount payable by the Vendor to the Purchaser; and

B is the Audited Profit for FY2015.

- (2) If the Audited Profit for FY2016 is less than HK\$8,000,000, the Vendor shall, within 30 days after the audited consolidated financial statements of the Target Group for FY2016 prepared in accordance with HKFRSs shall be made available to the Purchaser, pay to the Purchaser a sum (“**2016 Adjustment Amount**”) in cash which is determined in accordance with the following formula:

$$C = \text{HK\$}8,000,000 - (D + E)$$

Where:

C is the 2016 Adjustment Amount payable by the Vendor to the Purchaser;

D is the Audited Profit for FY2016; and

E is the amount, if any, equal to the excess of the Audited Profit for FY2015 as compared to HK\$8,000,000.

For the avoidance of doubt, if the aggregate of the Audited Profit for FY2016 (i.e. D) and the amount equal to the excess of the Audited Profit for FY2015 as compared to HK\$8,000,000, if any (i.e. E) is greater than HK\$8,000,000, the Purchaser is not under any obligation to pay any amount to the Vendor under the SP Agreement.

For the purpose of the adjustments above, where the Target Group suffers loss for either FY2015 or FY2016, the Audited Profit for such year shall be deemed as zero.

If the Vendor fails to pay any of the relevant adjustment amounts above within the prescribed time, default interest at the rate of 5% per annum will be charged on any payment overdue.

The Vendor undertakes that he will procure the Target to deliver the audited consolidated financial statements of the Target Group prepared by an independent qualified accounting firm appointed by the Target to the Purchaser within 90 days after the relevant year end date, failing which, the Audited Profit for the relevant financial year shall be deemed to be zero under the SP Agreement.

Completion

Completion is conditional upon and subject to fulfilment or (if applicable) waiver of all the Conditions and will take place on the Completion Date.

Immediately after Completion, the Target will become a wholly-owned subsidiary of the Company. The results of the Target Group will be consolidated into the financial statements of the Group.

INFORMATION ON THE TARGET GROUP

As at the date of this announcement, the Target was 100% owned by the Vendor.

The Target is a company incorporated in the BVI with limited liability on 15 January 2014 and is an investment holding company. In March 2014, the Target acquired the entire equity interests in each of the following companies:

- (1) GET Wealth Management, a company incorporated in Hong Kong, which has become a member of The Hong Kong Confederation of Insurance Brokers since 16 August 2007 and is permitted to carry on businesses in general insurance and long term (including linked long term) insurance in accordance with the certificate of membership issued by the Hong Kong Confederation of Insurance Brokers on 12 March 2008. It is also registered as an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority in accordance with the Mandatory Provident Fund Intermediary Certificate issued by the Mandatory Provident Fund Schemes Authority on 6 July 2011. On 10 October 2011, the Mandatory Provident Fund Schemes Authority issued a circular letter, under which registration of all MPF intermediaries would be deemed as continuous thereafter with effect from 1 January 2012; and
- (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.

Additional background information of GET Wealth Management and GET Consulting is set out below:

	GET Wealth Management	GET Consulting
Date of incorporation	29 January 2007	7 December 2006
Business scope	general insurance and long term (including linked long term) insurance brokerage services and MPF Schemes brokerage services	provision of consulting services (including business referral services)
Products offered/ services rendered	<p>GET Wealth Management offered brokerage services of the following types of products:</p> <ul style="list-style-type: none"> (i) investment-linked insurance plans (ii) endowment insurance plans (iii) critical illness plans (iv) medical insurance (v) life insurance (vi) general insurance (vii) MPF Schemes 	Consulting services (including business referral services)
Target customers	high net worth individuals and families	high net worth individuals and families

The unaudited consolidated net profit of the Target Group for the two years ended 31 March 2013 and 2014 and the nine months ended 31 December 2014 were as follows:

	For the financial year ended 31 March 2013 HK\$'000	For the financial year ended 31 March 2014 HK\$'000	For the nine months ended 31 December 2014 HK\$'000
Net profit (before taxation)	2,414	1,890	5,837
Net profit (after taxation)	1,137	925	4,868

The unaudited consolidated total asset value and the net asset value of the Target Group as at 31 December 2014 were approximately HK\$28,280,000 and approximately HK\$11,294,000 respectively.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The principal activity of the Company is investment holding. The Group is principally engaged (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) provision of website development, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and MPF Schemes brokerage services and (vi) provision of corporate management solutions and information technology contract services.

On 2 April 2014, the Group completed an acquisition of 100% of the issued share capital of GMD, a company incorporated in Hong Kong and is principally engaged in insurance and MPF schemes brokerage businesses in Hong Kong and a member of the Professional Insurance Brokers Association. Since completion of the acquisition of GMD in April 2014, the Group has been conducting its insurance and MPF Schemes brokerage services businesses through GMD as one of its principal businesses.

On 7 July 2014, GMD entered into a subscription agreement with a company wholly-owned by a director of a subsidiary of the Company (“**Subscriber**”), pursuant to which the Subscriber subscribed for 49% of the enlarged share capital of GMD after the completion of the subscription. The completion of the subscription took place immediately after signing of the subscription agreement on 7 July 2014. As at the date of this announcement, GMD is a 51%-owned subsidiary of the Company.

GMD was incorporated on 5 February 2003. GMD offers financial planning and insurance and MPF Schemes brokerage services of the following types of products including (a) investment-linked insurance plans; (b) endowment insurance plans; (c) critical illness plans; (d) medical insurance; (e) life insurance plans; (f) general insurance; and (g) MPF Schemes.

The Target Group and GMD share similar scope of operation in the insurance and MPF Schemes brokerage services and both the Target Group and GMD has a long history of business operation in the insurance and MPF Schemes brokerage business in Hong Kong. Yet, the differences between the Target and GMD are as follows:

- (i) GMD is registered as a member of the Professional Insurance Brokers Association to carry out the long term (including linked long term) insurance and general insurance lines of business, while GET Wealth Management is a member of the Hong Kong Confederation of Insurance Brokers to carry on businesses in general insurance and long term (including linked long term) insurance brokerage;
- (ii) GET Wealth Management has its own sales team for providing insurance brokerage services to Japanese customers in Hong Kong, while GMD does not have its own sales team for Japanese customers in Hong Kong;
- (iii) GET Wealth Management has a longer history of providing investment-linked insurance brokerage services than GMD while GMD has a longer history of providing the general and life insurance brokerage services; and

- (iv) GET Wealth Management has established an investment research team since 2007 to provide useful market information to its technical representatives, while GMD established its investment research team in 2014.

As one of the principal businesses of the Group is the provision of insurance and MPF Schemes brokerage services, the Directors believe that the Acquisition represents an opportunity for the Group to expand the scale of its business in insurance and MPF Schemes brokerage services market. Further, the Directors believe that the Acquisition will bring synergies to the Group in the following aspects after Completion:

- (a) *increasing customers crossover and market share and reinforcing market position:* as disclosed above, GET Wealth Management has a longer history of providing investment-linked insurance brokerage services than GMD, while GMD has a longer history of providing the general and life insurance brokerage services. After Completion, it is expected that the Group can broaden and diversify its customer base particularly in the investment-linked insurance sector as well as the Japanese customer base developed by GET Wealth Management. The Group will be better off in terms of the synergetic branding and business promotion to their customers as time and costs will be saved in marketing and sales activities;
- (b) *enhancement of the existing business operation and bargaining power:* after Completion, it is expected that the Group will benefit from the enlarged customer base and therefore will have more bargaining power with the insurance product providers to negotiate on a higher commission rate for the distribution and sale of the insurance products by the Group. In addition, due to the enlarged scale of operation and increased number of sales personnel after Completion, the Group will have more flexibility in resources deployment, both human resources and financial resources, in their target market and flagship services; and
- (c) *strengthening of internal training capacity:* after Completion, the Group can benefit from the sharing of the internal training resources of the Target Group, and through integration of the internal training efforts, the Group will be in a better position to maintain the competitiveness of its sales personnel at the forefront of the market.

Having considered the factors as mentioned above, the Directors (including all the independent non-executive Directors) are of the view that the terms of the SP Agreement (including the Consideration) are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under the GEM Listing Rules and is subject to the notification, announcement and shareholders' approval requirements of Chapter 19 of the GEM Listing Rules.

As the Vendor is the spouse of a substantial shareholder and a director of a subsidiary of the Company, the Vendor is a connected person of the Company at the subsidiary level and the Acquisition is on normal commercial terms, the Acquisition also constitutes a connected transaction for the Company under the GEM Listing Rules and is exempted from the circular, independent financial advice and shareholders' approval requirements.

The SGM will be convened for the Shareholders to consider and, if thought fit, approve the SP Agreement and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, no Shareholder has a material interest in the transactions contemplated under the SP Agreement. As such, no Shareholder will be required to abstain from voting in favour of the resolution(s) to approve the Acquisition, the SP Agreement and the transactions contemplated thereunder at the SGM. As none of the Directors has material interest in the SP Agreement and the transactions contemplated thereunder, no Director has abstained from voting on the relevant board resolutions of the Company approving the SP Agreement and the transactions contemplated thereunder.

A circular containing, among others, (i) details of the Acquisition, the SP Agreement and the transactions contemplated thereunder; (ii) further information of the Target Group (including the Business Valuation); and (iii) the notice of the SGM is expected to be despatched to the Shareholders on or before 8 May 2015 as more time is needed for the preparation of the financial information to be contained therein.

As Completion is subject to the fulfilment of the Conditions, the Acquisition may or may not be completed. Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Acquisition”	the acquisition of the Sale Shares
“Audited Profit”	the audited consolidated profit after tax of the Target, excluding any non-recurring and exceptional gains that are not related to the ordinary business of the Target Group based on the audited consolidated financial statements of the Target Group prepared in accordance with HKFRSs
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday 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, and “Business Days” shall be construed accordingly

“Business Valuation”	the business valuation on the Target Group prepared by an independent valuer approved by the Purchaser or the Company showing the estimated fair value of the Target Group, based on such methodologies or methodology approved by the Purchaser, as at 31 December 2014
“BVI”	the British Virgin Islands
“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
“Completion”	completion of the Acquisition
“Completion Date”	the fifth Business Day after the last outstanding Condition (other than the Condition which is only capable of being fulfilled upon Completion) shall have been fulfilled or waived (or such other date as the Purchaser and the Vendor shall agree in writing) on which Completion is to take place
“Conditions”	the conditions precedent to which the Completion is subject to as set out in the paragraph headed “Conditions precedent” of this announcement, and “Condition” shall be construed accordingly
“Consideration”	the maximum aggregate amount of the consideration for the sale and purchase of the Sale Shares being HK\$52,000,000 (subject to adjustments upon Completion and adjustments after Completion)
“Deposit”	the refundable deposit in the amount of HK\$10 million paid by the Purchaser to the Vendor for the Acquisition upon signing of the MOU
“Director(s)”	the director(s) of the Company
“FY2015”	the year ending 31 December 2015
“FY2016”	the year ending 31 December 2016
“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 智易顧問有限公司 (formerly known as GE ORIENTAL CONSULTING LIMITED 智易東方顧問有限公司 during the period from 1 March 2011 to 7 June 2011, GET CONSULTING COMPANY LIMITED 智易顧問有限公司 during the period from 22 February 2008 to 28 February 2011, GE Consulting Company Limited 智易顧問有限公司 during the period from 12 February 2007 to 21 February 2008 and GE Consulting Company Limited 鈺鑫顧問有限公司 during the period from 7 December 2006 to 11 February 2007), a company incorporated in Hong Kong and a wholly-owned subsidiary of the Target
“GET Wealth Management”	GET WEALTH MANAGEMENT LIMITED 智易財富管理有限公司 (formerly known as GET FINANCIAL GROUP LIMITED 智易集團有限公司 during the period from 13 July 2007 to 18 February 2008, and as GE Financial Group Limited 智易集團有限公司 during the period from 29 January 2007 to 12 July 2007), a company incorporated in Hong Kong and a wholly-owned subsidiary of the Target
“GMD”	GET MDream Wealth Management Limited (formerly known as “ANVICK INVESTMENT ADVISORY LIMITED” from 13 October 2005 to 28 April 2014 and “ANVICK AND BRUCE INVESTMENT ADVISORY LIMITED” from 5 February 2003 to 12 October 2005), a non-wholly owned subsidiary of the Company principally engaged in insurance and MPF Schemes brokerage business in Hong Kong and a member of the Professional Insurance Brokers Association
“Group”	the Company and its subsidiaries
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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
“Long Stop Date”	30 September 2015 (or such later date as the Purchaser and the Vendor may agree in writing)
“MOU”	the memorandum of understanding dated 2 February 2015 and entered into between the Purchaser and the Vendor in relation to the 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
“Purchaser”	Fast Yield Holdings Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“Sale Shares”	100 ordinary shares of US\$1.00 each, representing 100% of the issued share capital of the Target as at Completion, solely and beneficially owned by the Vendor immediately prior to Completion
“SGM”	a special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Acquisition and other transactions contemplated under the SP Agreement
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of the Share(s)
“SP Agreement”	the sale and purchase agreement dated 1 April 2015 entered into between the Purchaser and the Vendor in relation to the Acquisition
“Target”	TRENDMODE HOLDINGS LIMITED 豪創控股有限公司, a company incorporated in the BVI with limited liability
“Target Group”	the Target and its subsidiaries, namely GET Wealth Management and GET Consulting
“Vendor”	Leung Wai Hon, a Hong Kong citizen and the sole legal and beneficial owner of the Target
“%”	per cent.

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

Hong Kong, 1 April 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.