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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: ISSUE OF PERFORMANCE SHARES

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

Reference is made to the Circular in relation to the Acquisition. In accordance with the Acquisition Agreement, an aggregate of 16,455,916 Tranche II Performance Shares shall be allotted and issued, credited as fully paid, by the Company to the Vendors on or around 5 June 2015.

The Vendors include Access Magic, Ace Source, Well Peace, Wealthy Hope, IDG-Accel, IDG-Accel Investors and THL which is a subsidiary of Tencent Holdings Limited.

ISSUE OF PERFORMANCE SHARES

This announcement is made by GET Holdings Limited (“**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong).

* *For identification purposes only*

Reference is made to the circular of the Company dated 23 February 2013 (“**Circular**”) in relation to the acquisition of 50.5% of the issued share capital of Apperience Corporation (“**Apperience**”)(“**Acquisition**”). Capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

As disclosed in the Circular, on 15 November 2012, the Company, the Vendors and the Warrantors entered into the Acquisition Agreement (as supplemented by a supplemental agreement dated 11 December 2012) pursuant to which the Company had conditionally agreed to purchase, and the Vendors had conditionally agreed to sell at the Selling Proportion, the Sale Shares, which in aggregate represent 50.5% of the issued share capital of Apperience. Completion of the Acquisition took place on 31 March 2013. The maximum aggregate amount of the Consideration payable by the Company to the Vendors shall be HK\$548,985,500 (subject to adjustment) which would be satisfied partly by the creation and issue of the Convertible Notes (and where applicable) partly by the allotment and issue of the Performance Shares. The Vendors include Access Magic, Ace Source, Well Peace, Wealthy Hope, IDG-Accel, IDG-Accel Investors and THL which is a subsidiary of Tencent Holdings Limited. On 6 June 2014, an aggregate of 715,522,718 Tranche I Performance Shares were allotted and issued, credited as fully paid, by the Company to the Vendors.

In accordance with the TP Audited Accounts II and a statement of adjustments in relation to the adjustments of the Target Profit II by the Adjusted Items, the Target Profit II (as adjusted by disregarding the effect of all the Adjusted Items of US\$2,155) of Apperience is US\$9,064,485. In accordance with the Acquisition Agreement, an aggregate of 16,455,916 Tranche II Performance Shares (having taken into account the effect of the capital reorganisation of the Company which became effective on 24 March 2015) shall be allotted and issued, credited as fully paid, by the Company to the Vendors. It is expected that such allotment and issue of the Tranche II Performance Shares will take place on or around 5 June 2015.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the 16,455,916 Tranche II Performance Shares (assuming that there are no other changes in the issued share capital of the Company for the period from the date of this announcement to the allotment and issue of the Tranche II Performance Shares):

Name of Shareholders	(i) As at the date of this announcement		(ii) Immediately after the allotment and issue of 16,455,916 Tranche II Performance Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Access Magic	0	0%	3,247,246	1.5%
Ace Source (<i>Note 1</i>)	0	0%	4,600,417	2.2%
Well Peace	0	0%	811,770	0.4%
Wealthy Hope	0	0%	811,770	0.4%
IDG-Accel	6,316,635	3.2%	12,127,549	5.7%
IDG-Accel Investors	516,607	0.3%	991,853	0.5%
THL	0	0%	698,553	0.3%
Other public Shareholders	<u>188,579,245</u>	<u>96.5%</u>	<u>188,579,245</u>	<u>89.0%</u>
Total:	<u>195,412,487</u>	<u>100%</u>	<u>211,868,403</u>	<u>100%</u>

Notes:

1. Ace Source is wholly and beneficially owned by Mr. Xue Qiushi who is an executive director and chief executive officer of the Company.
2. The above table does not take into account the effect of the rights issue to be undertaken by the Company, further details of which are disclosed in the prospectus of the Company dated 22 May 2015.

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

Hong Kong, 28 May 2015

As at the date of this announcement, the Board consists of Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi being the Executive Directors, and Prof. Chui Tsan Kit, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming being the Independent Non-executive Directors.

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 of the Company, 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.