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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)**

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**

**Win Fung Securities Limited**

**永鋒證券有限公司**

#### **THE PLACING**

After trading hours on 22 June 2015, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 39,080,000 new Shares to not less than six Places at a price of HK\$0.49 per Placing Share.

The maximum number of 39,080,000 Placing Shares represent (i) approximately 4.90% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 4.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK\$390,800.

Assuming all the Placing Shares have been placed, the maximum gross proceeds from the Placing will be HK\$19,149,200 and the maximum net proceeds (after deduction of commission payable to the Placing Agent and other expenses incidental to the Placing) will be approximately HK\$18,350,000. On such basis, the net issue price will be approximately HK\$0.47 per Placing Share. The Company intends to apply such net proceeds towards investment in securities (listed or non-listed securities).

\* for identification purposes only

The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 4 June 2015. The allotment and issue of the Placing Shares is not subject to any additional Shareholders' approval.

**Since completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **THE PLACING AGREEMENT**

### **Date**

22 June 2015 (after the trading hours)

### **Issuer**

The Company

### **Placing Agent**

Win Fung Securities Limited 永鋒證券有限公司

The Placing Agent has conditionally agreed to place up to 39,080,000 Placing Shares, on a best effort basis, to not less than six Placees. The Placing Agent will receive a placing commission of 3% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent on behalf of the Company in pursuance of its obligations under the Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

### **Placees**

The Placing Shares are to be placed on a best effort basis to not less than six Placees, who and whose ultimate beneficial owners shall be Independent Third Parties. The Placing Agent has also undertaken to the Company that none of the Placees would, immediately upon completion of the Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company.

### **Placing Price**

The Placing Price of HK\$0.49 per Placing Share represents:

- (i) a discount of 12.50% to the closing price of HK\$0.56 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

- (ii) a discount of approximately 15.81% to the average closing price of HK\$0.582 per Share as quoted on the Stock Exchange for the five trading days of the Shares immediately prior to the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market prices of the Shares and the capital requirement for the investment in securities business of the Group.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### **Placing Shares**

The maximum number of 39,080,000 Placing Shares represent (i) approximately 4.90% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 4.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK\$390,800.

### **Ranking of the Placing Shares**

The Placing Shares will rank, upon issue and fully paid up, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

### **Condition of the Placing**

Completion of the Placing is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares to be placed pursuant to the Placing Agreement on or before 10 July 2015 ("**Long Stop Date**").

If the above condition is not satisfied on or before the Long Stop Date, all obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and determine (save for certain provisions in relation to matters including confidentiality, notices and governing law, jurisdiction and services of process which shall remain in full force and effect) and neither the Placing Agent nor the Company shall have any claim against the other party in relation to the Placing Agreement (save in respect of any antecedent breach of any obligation under the Placing Agreement).

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

### **Completion**

Completion shall take place within five Business Days after the fulfilment of the above condition or such other date as the Company and the Placing Agent may agree in writing.

## **Force Majeure**

The Placing Agent may, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the Placing if:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or
- (4) any statement contained in all announcements and circulars issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the annual report of the Company for the year ended 31 December 2014 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (5) any event of force majeure (being an event beyond the control of the parties and which is unforeseeable or unavoidable), including but without limiting the generality of the Placing Agreement, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out, occurs which prevents the performance of the contractual obligations of the parties under the Placing Agreement.

Upon termination of the Placing Agreement as described above, all liabilities of the parties to the Placing Agreement shall cease and determine (save for certain provisions in relation to matters including confidentiality, notices and governing law, jurisdiction and service of process which shall remain in full force and effect) and no party to the Placing Agreement shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement (save in respect of any antecedent breach of any obligation under the Placing Agreement).

The Directors are not aware of the occurrence of any of the above events as at the date of this announcement.

**Since completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **GENERAL MANDATE TO ALLOT AND ISSUE THE PLACING SHARES**

The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 4 June 2015. Under the General Mandate, the Company is authorised to issue up to 39,082,497 new Shares until the revocation, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate since its grant and up to the date of this announcement. The allotment and issue of the Placing Shares is not subject to any additional Shareholders' approval.

## **REASONS FOR THE PLACING 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 services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and MPF schemes brokerage business and (vi) provision of corporate management solutions and I.T. contract services.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide additional funding to the Group's investment in securities business. The Directors also consider that the Placing represents good opportunities to broaden the shareholders' base and capital base of the Company and raise additional funds at a reasonable cost for itself. The Directors consider that the Placing is in the interest of the Company and the Shareholders as a whole.

Assuming all the Placing Shares have been placed, the maximum gross proceeds from the Placing will be HK\$19,149,200 and the maximum net proceeds (after deduction of commission payable to the Placing Agent and other expenses incidental to the Placing) will be approximately HK\$18,350,000. On such basis, the net issue price will be approximately HK\$0.47 per Placing Share. The Company intends to apply such net proceeds towards investment in securities (listed or non-listed securities).

## FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS

Save as disclosed below, the Company had not conducted any fund raising activities in the past 12 months immediately preceding the date of this announcement.

Date of publication	Fund raising activity	Intended use of the net proceeds	Actual use of the net proceeds as at the date of this announcement
24 February 2015, 20 March 2015, 10 April 2015, 22 April 2015, 11 May 2015, 12 May 2015, 22 May 2015 and 15 June 2015	Rights issue of the 586,237,461 rights Shares on the basis of 3 rights Shares for every 1 Share held on the record date at the subscription price of HK\$0.35 per rights Share	<p data-bbox="815 476 1134 655">Net proceeds from the rights issue of approximately HK\$196.7 million was intended to be used in the following manner:</p> <ul style="list-style-type: none"> <li data-bbox="815 697 1134 1066">(i) approximately HK\$20 million 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;</li> <li data-bbox="815 1108 1134 1215">(ii) approximately HK\$50 million for funding the money lending business;</li> <li data-bbox="815 1257 1134 1513">(iii) approximately HK\$80 million for future potential acquisitions or investments which are related to insurance and MPF schemes brokerage business;</li> <li data-bbox="815 1555 1134 1704">(iv) approximately HK\$36 million for future potential acquisition of properties; and</li> <li data-bbox="815 1747 1134 1887">(v) approximately HK\$10.7 million for general working capital of the Group</li> </ul>	Approximately HK\$10.7 million used for investment in listed securities and unlisted investment fund which is one of the principal activities of the Group and approximately HK\$760,000 used for money lending business which is one of the principal activities of the Group

Date of publication	Fund raising activity	Intended use of the net proceeds	Actual use of the net proceeds as at the date of this announcement
6 October 2014 and 17 October 2014	Placing of 319,260,000 new Pre-Capital Reorg Shares at HK\$0.121 per Pre-Capital Reorg Share pursuant to the general mandate as refreshed by the Shareholders at the special general meeting of the Company held on 11 September 2014	Net proceeds from the placing of approximately HK\$37.2 million was intended to 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 Systems (Hong Kong) Limited on 31 December 2014. Wafer Systems (Hong Kong) Limited is principally engaged in network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the People's Republic of China. Details of the acquisition were set out in the Company's announcements dated 31 October 2014 and 31 December 2014 and the Company's circular dated 11 December 2014.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (assuming the Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares) are set out below:

Shareholders	As at the date of this announcement		Immediately after Completion	
	<i>Approximate</i> No. of Shares	%	<i>Approximate</i> No. of Shares	%
Ace Source International Limited ( <i>Note</i> )	4,600,417	0.58	4,600,417	0.55
The Placees	—	—	39,080,000	4.67
Public Shareholders	<u>793,505,447</u>	<u>99.42</u>	<u>793,505,447</u>	<u>94.78</u>
	<u>798,105,864</u>	<u>100.00</u>	<u>837,185,864</u>	<u>100.00</u>

*Note:* Ace Source International Limited is wholly and beneficially owned by Mr. Xue Qiushi who is an executive director and chief executive officer of the Company.

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 4 June 2015 at which, among other things, the General Mandate was granted to the Directors
“associates”	has the meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	any day (not being a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning signal 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 signal 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 are generally open for business in Hong Kong throughout their normal business hours
“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(s)”	has the meaning ascribed to it under the GEM Listing Rules



“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue or otherwise deal with additional shares in the capital of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with or acting in concert (as defined in the Codes on Takeovers and Mergers) with the Company, its connected persons and their respective associates (as defined under the GEM Listing Rules)
“Placee(s)”	any individuals, corporate, institutional investors or other investors to be procured by or on behalf of the Placing Agent under the Placing
“Placing”	the placing of the Placing Shares by the Placing Agent, on a best effort basis, pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Win Fung Securities Limited 永鋒證券有限公司, a licensed corporation to carry out business in Type 1 regulated activity (dealing in securities) and Type 4 regulated activity (advising on securities) under the SFO
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 22 June 2015 in relation to the Placing
“Placing Price”	HK\$0.49 per Placing Share
“Placing Share(s)”	up to 39,080,000 new Shares to be placed pursuant to the Placing Agreement and each a “Placing Share”
“Pre-Capital Reorg Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately prior to the capital reorganisation becoming effective on 24 March 2015

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 22 June 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. Yip Chi Fai Stevens, Ms. Xiao Yiming and Professor Chui Tsan Kit.*

*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](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the Company’s website at [www.geth.com.hk](http://www.geth.com.hk).*