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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)

DISCLOSEABLE TRANSACTION — ACQUISITION OF LISTED SHARES AND ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE

THE ACQUISITION

After trading hours on 31 July 2015, the Company and the Vendor entered into the SP Agreement pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares (being 27,298,000 ordinary shares of Target, namely China Parenting Network Holdings Limited 中國育兒網絡控股有限公司, the issued shares of which are listed on GEM (Stock Code: 8361)) at the Consideration of HK\$60,000,000, which will be satisfied by the Company by the allotment and issue of 146,699,266 Consideration Shares at the Issue Price of HK\$0.409 per Consideration Share, credited as fully paid, to the Vendor at the Completion.

The Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; (ii) e-commerce business; and (iii) licensing of smart-hardware devices through its large and engaged user base of CBM consumers. Further details of the Target Group are set out in the Prospectus.

* 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 5% but all relevant percentage ratios in respect of the Acquisition are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate. The SGM will be convened for the Shareholders to consider and, if thought fit, approve the grant of the Specific Mandate.

A circular containing, among others, the details of the SP Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of Consideration Shares under the Specific Mandate) and the notice of the SGM is expected to be despatched to the Shareholders on or before 27 August 2015 as more time is needed for the preparation of the information to be contained therein.

As Completion is subject to the fulfilment (or where applicable, waiver) of the Conditions, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

THE ACQUISITION

The Board is pleased to announce that after trading hours on 31 July 2015, the Company and the Vendor entered into the SP Agreement pursuant to which the Company has conditionally agreed to purchase and the Vendor has conditionally agreed to sell the Sale Shares at the Consideration of HK\$60,000,000.

Principal terms of the SP Agreement are set out below:

Date

31 July 2015

Parties

Purchaser: the Company

Vendor: China New Economy Fund Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 80)

As at the date of this announcement, the Vendor holds less than 5% interest in DX.com Holdings Limited (DX.com 控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8086), which in turn holds approximately 8.89% interest in the Company. To the best of the

Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

Assets to be acquired

The Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing approximately 2.73% of the issued share capital of the Target as at the date of the SP Agreement, free from all encumbrances and together with all rights and title of any nature attaching thereto including but not limited to all interests, dividends or distributions which may be paid, declared or made in respect thereof at any time on or after the Completion.

Consideration

The Consideration payable by the Company to the Vendor for the Sale Shares shall be HK\$60,000,000 and shall be satisfied by the allotment and issue by the Company of the Consideration Shares at the Issue Price, credited as fully paid, to the Vendor at Completion.

The Consideration was determined after arm's length negotiations between the Company and the Vendor on normal commercial terms having regard to the average closing price of HK\$2.198 per share of the Target as quoted on the Stock Exchange in the five consecutive trading days immediately preceding the date of the SP Agreement.

The number of Consideration Shares to be allotted and issued to the Vendor is calculated by dividing the Consideration with the Issue Price, rounded down to the nearest whole number (being 146,699,266 Consideration Shares). The Issue Price of HK\$0.409 per Consideration Share is equal to the average closing price of HK\$0.409 per Share as quoted on the Stock Exchange in the five consecutive trading days immediately preceding the date of SP Agreement and represent a premium of approximately 6.23% over the closing price of HK\$0.385 per Share as quoted on the Stock Exchange on the date of this announcement.

The Consideration Shares represent:

- (a) approximately 17.52% of the existing issued share capital of the Company as at the date of this announcement; and
- (b) approximately 14.91% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

The Consideration Shares shall be allotted and issued, credited as fully paid, and rank *pari passu* in all respects with the Shares in issue on the date of allotment and issuance, including the rights to all dividends and other distributions which may be declared, made or paid in respect thereof, the record date for which falls or after the date of such allotment and issuance.

The Consideration Shares shall be allotted and issued under the Specific Mandate. Application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consideration Shares.

Conditions precedent

The SP Agreement and the obligations of the Company to effect Completion are conditional upon:

- (a) the Stock Exchange having granted or having agreed to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Consideration Shares;
- (b) the passing of the ordinary resolution(s) by the Shareholders (to the extent they are not prohibited from voting on such resolution(s) under the GEM Listing Rules) at the SGM approving the grant of the Specific Mandate for the allotment and issue of the Consideration Shares under the SP Agreement;
- (c) all requisite consents, clearances, authorisations and approvals (or, as the case may be, the relevant waiver) in connection with the entering into and the performance of the SP Agreement and the transactions contemplated thereunder having been obtained by the parties thereto;
- (d) the consummation of the transactions contemplated pursuant to 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;
- (e) the warranties given by the Vendor set out in the SP Agreement will remain true and accurate in all respects and not misleading; and
- (f) the warranties given by the Purchaser set out in the SP Agreement will remain true and accurate in all respects and not misleading.

The Company may waive Condition (e) set out above at any time before the Long Stop Date by notice in writing to the Vendor. The Vendor may waive Condition (f) set out above at any time before the Long Stop Date by notice in writing to the Company. Save as aforesaid, none of the Conditions is capable of being waived by any of the parties to the SP Agreement.

If the Conditions shall not have been fulfilled or waived (where applicable) in full on 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 those in relation to confidentiality, notices and governing law, jurisdiction and process agent, which provisions shall remain in full force and effect, and no party to the SP Agreement shall have any claim against the others save for claim (if any) in respect of such continuing provisions or any antecedent breach thereof.

Completion

Completion shall take place on the fifth business day after the last outstanding Condition (other than those Condition(s) which can only be fulfilled upon Completion) shall have been fulfilled or waived (or such other date as the Company and the Vendor shall agree in writing).

As Completion is subject to the fulfilment (or where applicable, waiver) of the Conditions, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

INFORMATION ON THE TARGET GROUP

The Target is China Parenting Network Holdings Limited 中國育兒網絡控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (Stock Code: 8361) on 8 July 2015.

The Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; (ii) e-commerce business; and (iii) licensing of smart-hardware devices through its large and engaged user base of CBM consumers. Further details of the Target Group are set out in the Prospectus.

Set out below is a summary of certain financial information of the Target Group for the two years ended 31 December 2014 as extracted from the Prospectus:

	For the year ended 31 December 2014 (audited)	For the year ended 31 December 2013 (audited)
Net profit (before taxation)	RMB19,839,000 (equivalent to approximately HK\$25,144,000)	RMB8,331,000 (equivalent to approximately HK\$10,559,000)
Net profit (after taxation)	RMB19,587,000 (equivalent to approximately HK\$24,825,000)	RMB6,918,000 (equivalent to approximately HK\$8,768,000)

According to the Prospectus, the audited consolidated total asset value and net asset value of the Target as at 31 December 2014 were approximately RMB41,630,000 (equivalent to approximately HK\$52,763,000) and RMB19,735,000 (equivalent to approximately HK\$25,013,000) respectively.

REASONS FOR AND THE BENEFITS OF THE PROPOSED ACQUISITION

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 mandatory provident fund schemes brokerage business and (vi) provision of corporate management solutions and I.T. contract services.

One of the principal businesses of the Group is investment in securities. The Directors consider that with (i) the increase in CBM internet population in the PRC who grew up along with the development of the internet and is accustomed to doing transactions and

obtaining information through online channels; and (ii) the proliferation of smart devices with internet access, the Target, which is an online platform focusing on the CBM market in the PRC, is expected to benefit from such trend and bring investment return to the Group.

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

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 Acquisition (assuming there is no other change in the shareholding structure of the Company from the date of this announcement up to the date of Completion) is set out as below:

Shareholders	As at the date of this announcement		Immediately after Completion	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Ace Source International Limited (<i>Note</i>)	4,600,417	0.55	4,600,417	0.47
The Vendor	—	—	146,699,266	14.91
Other public Shareholders	<u>832,585,447</u>	<u>99.45</u>	<u>832,585,447</u>	<u>84.62</u>
	<u>837,185,864</u>	<u>100.00</u>	<u>983,885,130</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.

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 5% but all relevant percentage ratios in respect of the Acquisition are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate. The SGM will be convened for the Shareholders to consider and, if thought fit, approve the grant of the Specific Mandate for the allotment and issue of the Consideration Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no Shareholder has a material interest in the transactions contemplated under the SP Agreement (including the the allotment and issue of Consideration Shares under the Specific Mandate). As such, no Shareholder will be required to abstain from voting on the resolution(s) to approve the grant of the Specific Mandate at the SGM.

A circular containing, among others, details of the SP Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of Consideration Shares under the Specific Mandate) and the notice of the SGM is expected to be despatched to the Shareholders on or before 27 August 2015 as more time is needed for the preparation of the information to be contained therein.

DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares
“Board”	the board of Directors
“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
“Conditions”	the conditions precedent to which the Completion is subject as set out in the paragraph headed “Conditions precedent” of this announcement, and “Condition” shall be construed accordingly
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the amount of HK\$60,000,000, which is payable by the Company to the Vendor for the Acquisition and shall be satisfied by the allotment and issue of the Consideration Shares
“Consideration Shares”	the 146,699,266 new Shares to be allotted and issued by the Company at the Issue Price, credited as fully paid, to the Vendor at Completion to satisfy the Consideration
“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
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Price”	the issue price of HK\$0.409 per Consideration Share
“Long Stop Date”	31 October 2015 (or such later date as the Company and the Vendor may agree in writing)

“PRC”	the People’s Republic of China and, for the purpose of this announcement, exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus dated 30 June 2015 of the Target in respect of the listing of its shares on GEM by way of placing of 250,000,000 ordinary shares of the Target
“Sale Shares”	the 27,298,000 ordinary shares of the Target of par value of HK\$0.01 each beneficially owned by the Vendor as at the date of the SP Agreement and immediately prior to Completion
“SGM”	a special general meeting of the Company to be convened for approving, among other matters, the grant of the Specific Mandate for the allotment and issue of the Consideration Shares under the SP Agreement
“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)
“SP Agreement”	the sale and purchase agreement dated 31 July 2015 entered into between the Company as purchaser and the Vendor in relation to the Acquisition
“Specific Mandate”	the specific mandate proposed to be sought from the Shareholders at the SGM for the allotment and issue of an aggregate of 146,699,266 Consideration Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	China Parenting Network Holdings Limited 中國育兒網絡控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (Stock Code: 8361)
“Target Group”	the Target and its subsidiaries from time to time
“Vendor”	China New Economy Fund Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 80)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“RMB” Renminbi, the lawful currency of the PRC

“%” per cent.

In this announcement, amounts denominated in RMB have been converted into HK\$ at the rate of RMB0.789 = HK\$1. Such exchange rate is for illustration purpose only and do not constitute representations that any amount in HK\$ or RMB have been, could have been or may be converted at such rate.

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

Hong Kong, 31 July 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 Prof. 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 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.