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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)

(1) DISCLOSEABLE TRANSACTION: ACQUISITION OF PROPERTY; AND (2) CHANGE OF USE OF PROCEEDS FROM RIGHTS ISSUE

THE ACQUISITION

The Board announced that on 8 August 2015, the Group entered into the Provisional Sale and Purchase Agreement in respect of the purchase of the Property at a purchase price of HK\$53,900,000. The Acquisition will be completed on or before 30 September 2015.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition is 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.

INTRODUCTION

On 8 August 2015, the Group entered into the Provisional Sale and Purchase Agreement in respect of the purchase of the Property.

* *For identification purposes only*

THE PROVISIONAL SALE AND PURCHASE AGREEMENT

The principal terms of the Provisional Sale and Purchase Agreement are as follows:

Date

8 August 2015

Parties

- (a) Bonus First Group Limited, a wholly-owned subsidiary of the Company, as purchaser; and
- (b) Century Best Limited, as vendor. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor and its ultimate beneficial owners are Independent Third Parties and the Vendor is a property investment company.

Property

The Property is located at office 503 (also known as unit 503), 5th Floor, Wing On House, No. 71 Des Voeux Road Central, Hong Kong.

Purchase Price

The purchase price of the Property is HK\$53,900,000 which shall be paid by the Purchaser to the Vendor in cash in the following manner:

- (a) HK\$2,520,000 shall be paid upon signing of the Provisional Sale and Purchase Agreement as deposit;
- (b) HK\$2,870,000 shall be paid on or before 21 August 2015 as further deposit; and
- (c) HK\$48,510,000 shall be paid upon completion on or before 30 September 2015 as balance of the purchase price.

The purchase price of the Property was determined after arm's length negotiation between the Vendor and the Purchaser with reference to a preliminary valuation on the Property as at 8 August 2015 of approximately HK\$54 million.

It is expected that the purchase price of the Property will be financed as to approximately HK\$36 million by the net proceeds from the Rights Issue (as defined below) and as to approximately HK\$17.9 million by part of the Relevant Proceeds from the Rights Issue (further details of which are set out in the section headed "Change of use of proceeds from Rights Issue" below).

Formal agreement

Formal sale and purchase agreement will be signed by the Vendor and the Purchaser on or before 21 August 2015.

Completion

Completion will take place on or before 30 September 2015. Upon completion, the Purchaser agrees to purchase the Property subject to the existing tenancy over the Property. The Property is currently leased to an Independent Third Party and occupied by a securities brokerage and trading house at a monthly rental (exclusive of government rent, rates, management fees, air-conditioning charges and all other outgoings) of HK\$85,176 for a period from 1 March 2014 to the end of February 2016. Other than the said rental, no financial data in relation to the Property was made available by the Vendor to the Purchaser.

The deposits payable by the Purchaser under the Provisional Sale and Purchase Agreement shall be paid to the Vendor's solicitor as stakeholder who shall not release the same to the Vendor unless it is proved that the balance of the purchase price is sufficient to discharge the existing legal charge/mortgage of the Property.

INFORMATION ABOUT THE GROUP

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) provision of website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and Mandatory Provident Fund (“MPF”) schemes brokerage services and (vi) provision of corporate management solutions and information technology contract services.

REASONS FOR AND BENEFITS OF THE ACQUISITION

After Completion, the Group can continue to lease the Property out under the existing tenancy agreement to receive steady rental income and the Acquisition would therefore generate steady revenue to the Group and facilitate future potential capital appreciation.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Provisional Sale and Purchase Agreement 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 one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition is 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.

CHANGE OF USE OF PROCEEDS FROM RIGHTS ISSUE

Reference is made to the prospectus of the Company dated 22 May 2015 (“**Prospectus**”) in relation to the rights issue (“**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 Share held on the record date. It was disclosed in the Prospectus that, among others, approximately HK\$80 million of the net

proceeds from the Rights Issue (“**Relevant Proceeds**”) will be used for future potential acquisitions or investments which are related to insurance and MPF schemes brokerage business.

As at the date of this announcement, other than the potential investment of the Group as disclosed in the circular of the Company dated 22 June 2015, the Group has not identified any potential investment opportunity which is related to insurance and MPF schemes brokerage business and for the reasons for and benefits of the Acquisition as disclosed above, the Group intends to use HK\$17.9 million out of the Relevant Proceeds for settling part of the purchase price for the Acquisition. The Company also intends to use HK\$20.1 million out of the Relevant Proceeds for other future potential investment opportunities of the Group.

DEFINITIONS

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

“Acquisition”	the purchase of the Property pursuant to the terms of the Provisional Sale and Purchase Agreement
“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
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the 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
“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 the Company and connected persons of the Company
“Property”	the property located at office 503 (also known as unit 503), 5th Floor, Wing On House, No. 71 Des Voeux Road Central, Hong Kong

“Provisional Sale and Purchase Agreement”	the provisional sale and purchase agreement dated 8 August 2015 entered into by the Purchaser and the Vendor in respect of the sale and purchase of the Property
“Purchaser”	Bonus First Group Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Century Best Limited, a company incorporated in Hong Kong with limited liability
“%”	per cent.

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

Hong Kong, 10 August 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 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.