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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) TERMINATION OF SP AGREEMENT IN RELATION TO THE ACQUISITION OF 100% INTEREST OF TRENDMODE HOLDINGS LIMITED; AND (2) CHANGE OF USE OF PROCEEDS FROM RIGHTS ISSUE

Reference is made to the circular of GET Holdings Limited (“**Company**”) dated 22 June 2015 (“**Circular**”) and the announcement of the Company dated 30 September 2015 (“**Announcement**”) in relation to a sale and purchase Agreement entered into between a wholly-owned subsidiary of the Company as the purchaser and the vendor with respect to the acquisition of 100% interest of Trendmode Holdings Limited. Capitalised terms used in this announcement, unless the context requires otherwise, shall have the same meanings as those defined in the Circular and the Announcement.

TERMINATION OF THE SP AGREEMENT

Pursuant to the SP Agreement (as supplemented by the Supplemental SP Agreement), Completion is conditional upon and subject to the fulfilment or (if applicable) waiver of certain Conditions. If the Conditions shall not have been fulfilled or (if applicable) waived in full on or before 5:00 p.m. on the Long Stop Date (i.e. 31 December 2015 (or such later date as the Purchaser and the Vendor may agree in writing)), all rights and obligations of the parties under the SP Agreement shall cease and terminate, save and except for (i) the 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.

In view of the financial performance of the Target Group as revealed by the due diligence review conducted by the Company against the Target Group up to the date of this announcement did not meet the expectation of the Company, the Directors consider that one of the Conditions is not capable of being fulfilled before the Long Stop Date. On 22

* *For identification purposes only*

December 2015, the Company served a notice to the Vendor notifying it of such non-fulfilment and the SP Agreement was therefore terminated in accordance with the terms of the SP Agreement on the same date.

The Vendor shall refund the Deposit of HK\$10,000,000, without interest, to the Group accordingly.

The Board considers that the termination of the SP Agreement will not have any material adverse impact on the business, operation and financial position of the Group.

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\$42 million of the net proceeds from the Rights Issue (“**Relevant Proceeds**”) will be used for funding the consideration of the acquisition of the Target. As at the date of this announcement, since the SP Agreement was terminated in accordance with the terms of the SP Agreement on 22 December 2015 and approximately HK\$1 million out of the Relevant Proceeds was used for professional fee in relation to the Acquisition, the Group intends to use the remaining HK\$41 million out of the Relevant Proceeds for future potential investment in listed and/or unlisted securities.

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

Hong Kong, 22 December 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 Professor Lee T.S., 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 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.