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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 — EXTENSION OF LOAN**

Pursuant to the Loan Agreement dated 28 July 2015, the Lender, a wholly-owned subsidiary of the Company, advanced a loan in the principal amount of HK\$9,000,000 bearing interest at a rate of 8.5% per annum for a period of six months to the Borrower, an Independent Third Party. The Original Maturity Date of the Loan fell on 27 January 2016.

On 27 January 2016, the Lender entered into the Extension Agreement with the Borrower and the Guarantor whereby (i) the Borrower has paid the interest accrued on the Loan up to the Original Maturity Date to the Lender; and (ii) the Lender agrees to extend the Original Maturity Date to 27 July 2016 (i.e. the Extended Maturity Date).

As one of the applicable percentage ratios as defined under the GEM Listing Rules in respect of the advance of the Loan and the Extension (as a whole) exceeds 5% but is lower than 25%, the advance of the Loan and the Extension (as a whole) constitutes a discloseable transaction of the Company and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

### **BACKGROUND**

Pursuant to the Loan Agreement dated 28 July 2015, the Lender, a wholly-owned subsidiary of the Company, advanced a loan in the principal amount of HK\$9,000,000 bearing interest at a rate of 8.5% per annum for a period of six months to the Borrower, an Independent Third Party. The Original Maturity Date of the Loan fell on 27 January 2016.

\* *for identification purposes only*

On 27 January 2016, the Lender entered into the Extension Agreement with the Borrower and the Guarantor whereby (i) the Borrower has paid the interest accrued on the Loan up to the Original Maturity Date to the Lender; and (ii) the Lender agrees to extend the Original Maturity Date to 27 July 2016 (i.e. the Extended Maturity Date).

## THE LOAN

The principal terms of the Loan Agreement (as varied by the Extension Agreement) are summarised as follows:

Date of the Loan Agreement	:	28 July 2015
Date of the Extension Agreement	:	27 January 2016
Lender	:	Citi Profit Finance Limited, a wholly-owned subsidiary of the Company. The Lender is a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
Borrower	:	a company incorporated in Anguilla with limited liability, which is wholly-owned by the Guarantor. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Borrower and its ultimate beneficial owner is an Independent Third Party
Guarantor	:	an individual, being an Independent Third Party and the sole shareholder of the Borrower
Principal amount of the Loan	:	HK\$9,000,000
Maturity date	:	(i) the Original Maturity Date fell on 27 January 2016 pursuant to the Loan Agreement; and (ii) the Extended Maturity Date falls on 27 July 2016 pursuant to the Extension Agreement.
Interest	:	8.5% per annum  On 27 January 2016, the Lender received the interest accrued on the Loan up to the Original Maturity Date
Security	:	The Guarantor has agreed to guarantee the due and punctual performance of the Borrower's obligations under the Loan Agreement (as varied by the Extension Agreement)

Pursuant to the Extension Agreement, the Borrower shall repay and/or settle the principal amount of the Loan and the interest accrued on the Loan on the Extended Maturity Date.

The Loan granted under the Loan Agreement to the Borrower was funded by part of the net proceeds of the Rights Issue (as defined and described in the prospectus of the Company dated 22 May 2015).

Save for the Extension, the terms of the Loan Agreement have not been modified or varied.

## **REASONS FOR AND BENEFITS OF THE EXTENSION**

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. The Lender, being a wholly-owned subsidiary of the Company, is a holder of a money lender licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The Directors consider that the grant and the extension of the Loan are in the ordinary and usual course of the Group's money lending business. The terms of the Loan Agreement and the Extension Agreement (including the interest rate) were arrived at by the parties after arm's length negotiations with reference to the prevailing market interest rates and practices. Having considered the financial resources of the Group, and that the Extension would bring additional interest income to the Group, the Directors consider that the terms of the Extension Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

The advance of the Loan pursuant to the Loan Agreement on 28 July 2015 did not constitute a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules.

As one of the applicable percentage ratios as defined under the GEM Listing Rules in respect of the advance of the Loan and the Extension (as a whole) exceeds 5% but is lower than 25%, the advance of the Loan and the Extension (as a whole) constitutes a discloseable transaction of the Company and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

## DEFINITIONS

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

“Board”	the board of Directors
“Borrower”	a company incorporated in Anguilla with limited liability and wholly-owned by the Guarantor
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extended Maturity Date”	27 July 2016
“Extension”	the extension of the maturity date of the Loan pursuant to the Extension Agreement
“Extension Agreement”	the loan extension agreement dated 27 January 2016 entered into by and among the Lender, the Borrower and the Guarantor to extend the Original Maturity Date to the Extended Maturity Date
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Guarantor”	the guarantor of the Loan, being an individual who is the sole shareholder of the Borrower
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and the connected persons (as defined in the GEM Listing Rules) of the Company
“Lender”	Citi Profit Finance Limited, a wholly-owned subsidiary of the Company
“Loan”	a loan in the principal amount of HK\$9,000,000 granted by the Lender to the Borrower pursuant to the Loan Agreement

“Loan Agreement”	a loan agreement dated 28 July 2015 and entered into by and among the Lender, the Borrower and the Guarantor in relation to the provision of the Loan
“Original Maturity Date”	27 January 2016
“Shareholder(s)”	the shareholder(s) of the Company
“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, 27 January 2016

*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](http://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](http://www.geth.com.hk).*