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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)

COMPLETION OF (1) DISCLOSEABLE TRANSACTION: ACQUISITION OF 51% EQUITY INTEREST IN THE TARGET WITH ISSUE OF CONSIDERATION SHARES AND (2) ISSUE OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of GET Holdings Limited (“**Company**”) dated 13 June 2016 in relation to the Acquisition and the Subscription (“**Announcement**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the conditions precedent set out in the SP Agreement and the Subscription Agreement had been fulfilled and the Completion and the Subscription Completion took place on 1 July 2016 as agreed between the parties to such transactions. As directed by the Vendor, the Consideration Shares were issued to the Subscriber, which is a wholly owned subsidiary of the Vendor. As such, a total of 49,383,000 Shares, comprising 40,800,000 Consideration Shares and 8,583,000 Subscription Shares, were issued to the Subscriber.

The 49,383,000 Shares represent approximately 16.67% of the issued share capital of the Company as at the date of this announcement immediately after the Completion and the Subscription Completion. The net proceeds from the Subscription are approximately HK\$4 million.

* *for identification purposes only*

Immediately after Completion, the Target will become a subsidiary of the Company and the financial results of the Target will be consolidated with the results of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately before and after Completion and Subscription Completion:

Shareholders	Immediately before Completion and Subscription Completion		Immediately after Completion and Subscription Completion	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Wise Action Limited (“ Wise Action ”) (<i>Note 1</i>)	8,192,157	3.32	8,192,157	2.76
Fastek Investments Limited (“ Fastek ”) (<i>Note 1</i>)	23,720,000	9.61	23,720,000	8.01
Ace Source International Limited (<i>Note 2</i>)	30,131,060	12.20	30,131,060	10.17
Subscriber (<i>Note 3</i>)	–	–	49,383,000	16.67
Public Shareholders	184,872,608	74.87	184,872,608	62.39
	<u>246,915,825</u>	<u>100.00</u>	<u>296,298,825</u>	<u>100.00</u>

Notes:

1. Wise Action and Fastek are wholly and beneficially owned by Rosy Lane Investments Limited. Rosy Lane Investments Limited is wholly owned by Hong Kong Education (Int’l) Investments Limited. Each of Hong Kong Education (Int’l) Investments Limited and Rosy Lane Investments Limited is deemed to be interested in all the 31,912,157 Shares held by Wise Action and Fastek pursuant to Part XV of the SFO.
2. 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.
3. As directed by the Vendor, the Consideration Shares were allotted and issued to the Subscriber, which is wholly and beneficially owned by the Vendor which in turn is wholly and beneficially owned by Universe. Each of Universe and the Vendor is deemed to be interested in all the 49,383,000 Shares held by the Subscriber pursuant to Part XV of the SFO.

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

Hong Kong, 1 July 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 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.