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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)

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE**

Underwriter to the Rights Issue

Nuada Limited

PROPOSED RIGHTS ISSUE

The Company proposes to raise approximately HK\$77.0 million, before expenses, by issuing 148,149,412 Rights Shares at the subscription price of HK\$0.52 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date and payable in full upon application.

Qualifying Shareholders are entitled to apply for Rights Shares in excess of their respective entitlements under the Rights Issue.

The estimated net proceeds from the Rights Issue (after deducting the estimated expenses) will be approximately HK\$73.0 million, the entire amount of which is intended to be used to redeem the Convertible Notes. Based on the net proceeds of approximately HK\$73.0 million, the estimated net price per Rights Share will be approximately HK\$0.49.

* For identification purposes only

Based on 296,298,825 Shares in issue as at the date of this announcement and assuming that there is no change in the issued share capital of the Company from the date of this announcement up to the Record Date, upon completion of the Rights Issue, 148,149,412 Rights Shares will be issued.

Assuming that there is no change in the issued share capital of the Company from the date of this announcement up to the Record Date, the aggregate number of 148,149,412 Rights Shares proposed to be allotted and issued pursuant to the Rights Issue represents: (i) approximately 50% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 33.33% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of 148,149,412 Rights Shares immediately after completion of the Rights Issue.

The Rights Issue is only available to the Qualifying Shareholders, and will not be extended to the Excluded Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus (without the Provisional Allotment Letter and the Excess Application Form), for information only, to the Excluded Shareholders.

Entitlements to the Rights Issue will be rounded down to the nearest whole number. No fractional entitlements to the Rights Shares will be issued to the Qualifying Shareholders.

The Company's register of members will be closed from Friday, 13 January 2017 to Thursday, 19 January 2017, both dates inclusive, to determine the entitlements of the Qualifying Shareholders. No transfer of Shares will be registered during this book closure period. The Record Date is Thursday, 19 January 2017. The last day of dealings in the Shares on a cum-entitlement basis is Tuesday, 10 January 2017. The Shares will be dealt in on an ex-entitlement basis from Wednesday, 11 January 2017. To qualify for the Rights Issue, Shareholders must be registered as a member of the Company on the Record Date and not be an Excluded Shareholder.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) on the Stock Exchange.

Underwriting Agreement

After trading hours on 21 December 2016, the Company and the Underwriter entered into the Underwriting Agreement. Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to underwrite all the Underwritten Shares, being 148,149,412 Rights Shares, on the terms and conditions of the Underwriting Agreement. As one of the conditions precedent to the obligations of the Underwriter to underwrite the Underwritten Shares under the Underwriting Agreement, the Company has obtained the undertakings of all the holders of the Outstanding Options and the Convertible Notes undertaking that they will not exercise their respective subscription/conversion rights for Shares from the date of the Underwriting Agreement up to and including the date of allotment and issue of the

Rights Shares in their fully-paid form. On such basis, the Rights Issue is fully underwritten by the Underwriter. Details of the underwriting arrangement are set out in the section headed “Underwriting Agreement” in this announcement.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the Company has not conducted any rights issue or open offer within the 12 month period prior to the date of this announcement and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% and the Rights Issue is fully underwritten by the Underwriter who is not a Director, chief executive or substantial shareholder of the Company (or any of their respective close associates), pursuant to Rule 10.29 of the GEM Listing Rules, the Rights Issue is not subject to shareholders’ approval under the GEM Listing Rules.

GENERAL

The Prospectus Documents setting out the details of the Rights Issue will be despatched to the Qualifying Shareholders (and the Prospectus (without the Provisional Allotment Letter and the Excess Application Form) for their information only, to the Excluded Shareholders) on Friday, 20 January 2017.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares and the nil-paid Rights Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares will be dealt in on an ex-entitlement basis commencing from Wednesday, 11 January 2017 and that dealings in the Shares and/or nil-paid Rights Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled.

Any Shareholder or other person dealing in the Shares and/or nil-paid Rights Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (which is expected to be at 4:00 p.m. on Wednesday, 8 February 2017), will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating to sell or purchase any Shares and/or nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

ADJUSTMENTS RELATING TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES UPON COMPLETION OF THE RIGHTS ISSUE

As at the date of this announcement, there are (i) Outstanding Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 2,462,000 Shares; and (ii) the Convertible Notes with the outstanding principal amount of HK\$75,208,200 which are convertible into up to 50,138,800 Shares at a prevailing conversion price of HK\$1.50 per conversion share. The Rights Issue may cause adjustments to (i) the exercise price of the Outstanding Options and/or the number of Shares to be allotted and issued upon exercise of the Outstanding Options; and (ii) the conversion price and/or the number of Shares to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes. The Company will make further announcement in respect of such adjustments as and when appropriate.

PROPOSED RIGHTS ISSUE

After trading hours on 21 December 2016, the Company and the Underwriter entered into the Underwriting Agreement in respect of the Rights Issue. The Company proposes to raise approximately HK\$77.0 million, before expenses, by way of the Rights Issue, details of which are as follows:

Issue statistics

Basis of the Rights Issue:	One (1) Rights Share for every two (2) existing Shares held on the Record Date
Subscription Price:	HK\$0.52 per Rights Share
Number of Shares in issue as at the date of this announcement:	296,298,825 Shares
Number of Rights Shares to be issued:	148,149,412 Shares
	The aggregate nominal value of the total Rights Shares will be HK\$1,481,494.12

Number of Rights Shares underwritten by the Underwriter:	148,149,412 Rights Shares. Accordingly, the Rights Shares are fully underwritten by the Underwriter
Number of Shares in issue upon completion of the Rights Issue:	444,448,237 Shares (based on the number of Shares in issue as at the date of this announcement and assuming there is no change in the issued share capital of the Company from the date of this announcement up to the Record Date)
Rights in excess applications:	Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotment
Underwriter:	Nuada Limited 洛爾達有限公司
Funds raised before expenses:	Approximately HK\$77.0 million (assuming there is no change in the issued share capital of the Company from the date of this announcement up to the Record Date)

As at the date of this announcement, (i) a maximum of 2,462,000 Shares, subject to adjustments, may be allotted and issued by the Company pursuant to the full exercise of the Outstanding Options; and (ii) a maximum of 50,138,799 Shares, subject to adjustments, may be allotted and issued by the Company pursuant to the full exercise of the conversion rights attaching to the Convertible Notes.

As one of the conditions precedent to the obligations of the Underwriter to underwrite the Underwritten Shares under the Underwriting Agreement, the Company has obtained the undertakings of all the holders of the Outstanding Options and the Convertible Notes undertaking that they will not exercise their respective subscription/conversion rights for Shares from the date of the Underwriting Agreement up to and including the date of allotment and issue of the Rights Shares in their fully-paid form. Based on 296,298,825 Shares in issue as at the date of this announcement and assuming that there is no change in the issued share capital of the Company from the date of this announcement up to the Record Date, upon completion of the Rights Issue, 148,149,412 Rights Shares will be issued.

As at the date of this announcement, the Board has not received any information or other undertakings from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Rights Issue.

As at the date of this announcement, save as disclosed above, the Company has no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Assuming that there is no change in the issued share capital of the Company from the date of this announcement up to the Record Date, the aggregate number of 148,149,412 Rights Shares proposed to be allotted and issued pursuant to the Rights Issue represents: (i) approximately 50% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 33.33% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of 148,149,412 Rights Shares immediately after completion of the Rights Issue.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date. Application for all or part of a Qualifying Shareholder's provisional allotment should be made by completing the Provisional Allotment Letter and lodging the same with a remittance for the Rights Shares being applied for with the Registrars on or before the Latest Time for Acceptance. For details, please refer to the Prospectus Documents to be despatched.

Qualifying Shareholders

The Rights Issue will only be available to the Qualifying Shareholders. Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus (without the Provisional Allotment Letter and the Excess Application Form), for information only, to the Excluded Shareholders.

The Record Date is Thursday, 19 January 2017. The last day of dealings in the Shares on a cum-entitlement basis is Tuesday, 10 January 2017. The Shares will be dealt in on an ex-entitlement basis from Wednesday, 11 January 2017. To qualify for the Rights Issue, Shareholders must be registered as a member of the Company on the Record Date and not be an Excluded Shareholder.

In order to be registered as members of the Company prior to the Record Date, Shareholders must lodge any transfers of Shares (together with the relevant share certificates) for registration with the Registrars no later than 4:30 p.m. on Thursday, 12 January 2017.

Closure of register of members for the Rights Issue

To determine the entitlements to the Rights Issue, the Company's register of members will be closed from Friday, 13 January 2017 to Thursday, 19 January 2017, both dates inclusive, to determine the entitlement of the Qualifying Shareholders. No transfer of Shares will be registered during such period.

Rights of Overseas Shareholders

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders on the Record Date, if any, may not be eligible to take part in the Rights Issue as explained below.

The Company will make enquiries pursuant to Rule 17.41(1) of the GEM Listing Rules regarding the feasibility of extending the Rights Issue to the Overseas Shareholders (if any). If, based on legal opinions, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders (if any) on account either of the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places, the Rights Issue will not be available to such Overseas Shareholders and no provisional allotment of the nil-paid Rights Shares will be made to them. Further information in this connection will be set out in the Prospectus. The Company will send copies of the Prospectus (without the Provisional Allotment Letter and the Excess Application Form) to the Excluded Shareholders for their information only.

The Company shall provisionally allot the Rights Shares which (i) represent the entitlements of the Excluded Shareholders; and (ii) arise from the aggregation of fractional entitlements which would otherwise have been issued to the Qualifying Shareholders, to a nominee of the Company in nil-paid form and the Company shall procure that such nominee shall endeavour to sell the rights as soon as practicable after dealings in nil-paid Rights Shares commence and in any event on or before the last day of dealings in nil-paid Rights Shares at a net premium (nil-paid). If and to the extent that such rights can be so sold, the nominee of the Company shall account to the Company for the net proceeds of sale (after deducting the expenses of sale, if any), on the basis that the net proceeds after deducting the expenses of sale (if any) attributable to the sale of the nil-paid Rights Shares that would otherwise have been allotted to the Excluded Shareholders shall be distributed pro-rata to their shareholdings as at the Record Date (but rounded down to the nearest cent) to the Excluded Shareholders provided that individual amounts of HK\$100 or less shall be retained by the Company for its own benefit. Any of such nil-paid rights which are not sold as aforesaid will be dealt with as Rights Shares not taken up in accordance with the terms and conditions of the Underwriting Agreement.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Subscription Price

The Subscription Price is HK\$0.52 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares and, where applicable, application for the excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (a) a discount of approximately 7.1% to the closing price of HK\$0.56 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 4.9% to the theoretical ex-entitlement price of approximately HK\$0.547 based on the closing price of HK\$0.56 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (c) a discount of approximately 4.1% to the average closing price of HK\$0.542 per Share for the last five consecutive trading days immediately prior to the Last Trading Day.

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to, among others, the prevailing market price of the Shares under the prevailing market conditions. The Directors consider that the terms of the Rights Issue, including the Subscription Price which has been set at a discount to the recent closing prices of the Shares, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Based on the Subscription Price of HK\$0.52 per Rights Share, the gross proceeds from the Rights Issue are expected to be approximately HK\$77.0 million and the net proceeds from the Rights Issue are expected to be approximately HK\$73.0 million. After deducting all relevant expenses relating to the Rights Issue, the net price per Rights Share will be approximately HK\$0.49.

Status of the Rights Shares

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the then existing Shares in issue on the date of allotment of the Rights Shares in fully-paid form, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

Fractions of the Rights Shares

Entitlements to the Rights Issue will be rounded down to the nearest whole number. No fractional entitlements to the Rights Shares will be issued to the Qualifying Shareholders. All such fractional entitlements will be aggregated and dealt with in accordance with the terms and conditions of the Underwriting Agreement.

Application for the Rights Shares

The Provisional Allotment Letter in respect of the entitlement of the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein (or when a transferee of nil-paid Rights Shares applies for the Rights Shares) by completing such form and lodging the same with a remittance for the Rights Shares being taken up with the Registrars by the Latest Time for Acceptance.

Application for excess Rights Shares

Qualifying Shareholders shall be entitled to apply for (i) Rights Shares representing the entitlements of the Excluded Shareholders which cannot be sold at a net premium; (ii) any Rights Shares provisionally allotted but not taken up by the Qualifying Shareholders; and (iii) the aggregation of the fractional entitlements of the Qualifying Shareholders which are not sold in accordance with the terms and conditions of the Underwriting Agreement. Applications for the excess Rights Shares may be made by completing the Excess Application Form and lodging the same with a separate remittance for the excess Rights Shares being applied for with the Registrars by no later than the Latest Time for Acceptance.

The Board will allocate the excess Rights Shares to the Qualifying Shareholders who have applied for excess application on a pro-rata basis to the excess Rights Shares applied by them, without involving allocation of any fractional Rights Share. No preference will be given to applications made for topping odd lot holdings to whole board lot holdings.

Any Rights Shares not applied for by the Qualifying Shareholders and not taken by excess application will be taken up by the Underwriter and its sub-underwriter(s) (if any) pursuant to the terms and conditions of the Underwriting Agreement.

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually. Investors with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date and investors should consult their professional advisers if they are in any doubt as to their status.

Investors whose Shares are held by their nominee(s) and who would like to have their names registered on the register of members of the Company on the Record Date must lodge all necessary documents with the Registrars for completion of the relevant registration by 4:30 p.m. on Thursday, 12 January 2017.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares and refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be posted on or before Wednesday, 15 February 2017 to those entitled thereto by ordinary post at their own risk. If the Rights Issue is terminated, refund cheques are expected to be posted by ordinary post to the applicants at their own risk on or before Wednesday, 15 February 2017.

Application for listing

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) on the Stock Exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of the HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Arrangement on odd lots trading

In order to alleviate the difficulties arising from the existence of odd lots of the Shares arising from the Rights Issue, the Company will appoint a designated broker to provide matching services for the sale and purchase of odd lots of Shares on a best effort basis. Shareholders should note that matching of the sale and purchase of odd lots of Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Further details in respect of the odd lots matching arrangement will be set out in the Prospectus to be despatched by the Company to the Shareholders.

Conditions of the Rights Issue

The Rights Issue is conditional upon:

- (1) the Stock Exchange granting or agreeing to grant (subject to allotment) the listing of, and permission to deal in, all the Rights Shares (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date and the Stock Exchange not having withdrawn or revoked such listings and permission on or before the Latest Time for Termination;
- (2) the filing and registration of all documents relating to the Rights Issue, which are required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (WUMP) Ordinance by no later than the Prospectus Posting Date;
- (3) the posting of the Prospectus Documents to the Qualifying Shareholders by the Prospectus Posting Date;
- (4) the delivery of the duly executed Access Magic Undertaking, Ace Source Undertaking, Wealthy Hope Undertaking, Well Peace Undertaking, Mr. Kuang's Undertaking, Mr. Lau's Undertaking and Mr. Lee's Undertaking to the Company and the Underwriter on or before the date of the Underwriting Agreement;

- (5) the compliance with and performance by (i) Access Magic of the Access Magic Undertaking; (ii) Ace Source of the Ace Source Undertaking; (iii) Wealthy Hope of the Wealthy Hope Undertaking; (iv) Well Peace of the Well Peace Undertaking; (v) Mr. Kuang of the Mr. Kuang's Undertaking; (vi) Mr. Lau of the Mr. Lau's Undertaking; and (vii) Mr. Lee of the Mr. Lee's Undertaking, up to and inclusive of the Latest Time for Acceptance; and
- (6) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination.

None of the conditions precedent as set out above is capable of being waived by any party to the Underwriting Agreement.

If the conditions precedent as set out above are not satisfied by the respective dates set out above (or such later time and/or dates as the Underwriter may agree with the Company in writing), the Underwriting Agreement shall terminate and (save in respect of any provisions relating to confidentiality and miscellaneous matters and any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) no party will have any claim against any other party for costs, damages, compensation or otherwise.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled in full should note that their shareholdings in the Company will be diluted.

The Underwriting Agreement

The principal terms of the Underwriting Agreement are as follows:

Date: 21 December 2016

Parties: (1) the Company; and
(2) Nuada Limited 洛爾達有限公司, as the Underwriter

The Underwriter is a company incorporated in Hong Kong with limited liability and a licensed corporation to carry on business in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO. As at the date of this announcement, the Underwriter did not hold any Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Underwriter and its ultimate beneficial owners is an Independent Third Party

Number of Underwritten Shares: The total number of Rights Shares, being 148,149,412 Rights Shares, will be fully underwritten by the Underwriter

Commission: The Company shall pay to the Underwriter a commission of 3.5% of the aggregate Subscription Price in respect of the Underwritten Shares

The commission payable to the Underwriter was determined after arm's length negotiations between the Company and the Underwriter. The Directors consider that such amount is on normal commercial terms and is comparable with market rate

Under the Underwriting Agreement, in the event of the Underwriter being called upon to subscribe for or procure subscribers for the Underwritten Shares not taken up ("**Untaken Shares**"):

- (1) no Untaken Shares shall be subscribed for in any jurisdiction except pursuant to an exemption from, or by a transaction not subject to, the registration requirements of the applicable securities laws of that jurisdiction;
- (2) the Underwriter shall not subscribe, for its own account, for such number of the Untaken Shares which will result in the shareholding of it and parties acting in concert with it in the Company to be 29.9% or more of the then issued share capital of the Company;
- (3) the Underwriter shall ensure that none of the subscribers of the Untaken Shares (including the Underwriter) will become a substantial shareholder of the Company as a result of such subscription and such subscriber, together with parties acting in concert with it, shall not be holding 29.9% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;
- (4) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriter), shall be third party independent of, not acting in concert with and not connected with any connected person of the Company and their respective associates and close associates;
- (5) the Underwriter shall, and shall procure the sub-underwriter(s) to, procure independent subscribers to take such number of the Underwritten Shares as necessary to ensure sufficient public float be maintained upon the allotment and issue of the Rights Shares in compliance with Rule 11.23(7) of the GEM Listing Rules;

- (6) the subscriber(s) that it or its sub-underwriter(s) procures shall not be a “US person” under the United States Securities Act of 1933; and
- (7) in the event that there is insufficient public float of the Company within the meaning of the GEM Listing Rules immediately upon the allotment and issue of the Rights Shares solely because of the Underwriter’s performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 11.23(7) of the GEM Listing Rules.

Termination of the Underwriting Agreement

If, prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
 - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
 - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
 - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
 - (e) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or

- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, in Hong Kong or other jurisdiction relevant to the Group or any member of the Group and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (3) the Prospectus in connection with the Rights Issue when published contains information (either as to the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Rights Issue or might cause a prudent investor not to apply for its provisional allotment of Rights Shares under the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising on or after the date thereof and prior to the Latest Time for Termination which if it had occurred or arisen before the date thereof would have rendered any of the representations, warranties and undertakings given by the Company contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

In the event that the Underwriter exercises its rights to terminate or rescind the Underwriting Agreement as described above, the Rights Issue will not proceed.

Expected timetable

The expected timetable for the Rights Issue is set out below:

Event	Time and Date
	2017
Last day of dealing in Shares on a cum-entitlement basis	Tuesday, 10 January
First day of dealing in Shares on an ex-entitlement basis	Wednesday, 11 January
Latest time for lodging transfer of Shares in order to qualify for the Rights Issue	4:30 p.m. on Thursday, 12 January
Register of members of the Company closed.	Friday, 13 January to Thursday, 19 January (both dates inclusive)
Record Date to determine entitlements under the Rights Issue	Thursday, 19 January
Register of members of the Company re-opens.	Friday, 20 January
Despatch of the Prospectus Documents.	Friday, 20 January
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Tuesday, 24 January
Latest time for splitting of nil-paid Rights Shares.	4:30 p.m. on Thursday, 26 January
Latest time of dealings in nil-paid Rights Shares	4:00 p.m. on Thursday, 2 February
Latest Time for Acceptance and payment for the Rights Shares and application for excess Rights Shares.	4:00 p.m. on Tuesday, 7 February
Latest time for termination of the Underwriting Agreement	4:00 p.m. on Wednesday, 8 February

Event**Time and Date****2017**

Announcement of results of the Rights Issue and excess applications	Tuesday, 14 February
Despatch of certificates for the fully-paid Rights Shares.....	Wednesday, 15 February
Despatch of refund cheques for wholly and partially unsuccessful excess applications or if the Rights Issue is terminated	Wednesday, 15 February
Dealings in the fully-paid Rights Shares expected to commence.....	9:00 a.m. on Thursday, 16 February

Note: If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same business day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next business day.

All times and dates stated in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company and the Underwriter. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

Shareholding structure of the Company

For illustrative purposes only, set out below is the shareholding structure of the Company before and after the completion of the Rights Issue assuming that (i) there is no change in the shareholding structure of the Company from the date of this announcement up to the Record Date; and (ii) there is no Excluded Shareholder:

	As at the date of this announcement		Immediately upon completion of the Rights Issue (assuming all the Rights Shares are subscribed for by the Qualifying Shareholders)		Immediately upon completion of the Rights Issue (assuming none of the Rights Shares is subscribed for by the Qualifying Shareholders)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Shareholders						
Weluck Development Limited (Note 1)	49,383,000	16.67	74,074,500	16.67	49,383,000	11.11
Lung Chung Chi	32,705,000	11.04	49,057,500	11.04	32,705,000	7.36
Ace Source (Note 2)	30,131,060	10.17	45,196,590	10.17	30,131,060	6.78
Fastek Investments Limited (Note 3)	23,720,000	8.01	35,580,000	8.01	23,720,000	5.34
Wise Action Limited (Note 3)	8,192,157	2.76	12,288,235	2.76	8,192,157	1.84
Access Magic (Note 4)	17,934,664	6.05	26,901,996	6.05	17,934,664	4.04
Wealthy Hope (Note 5)	1,983,658	0.67	2,975,487	0.67	1,983,658	0.45
Well Peace (Note 6)	1,983,658	0.67	2,975,487	0.67	1,983,658	0.45
Underwriter or subscribers procured by it	–	–	–	–	148,149,412	33.33
Existing public Shareholders	130,265,628	43.96	195,398,442	43.96	130,265,628	29.30
Total	<u>296,298,825</u>	<u>100.00</u>	<u>444,448,237</u>	<u>100.00</u>	<u>444,448,237</u>	<u>100.00</u>

Notes:

- Such 49,383,000 Shares were held by Weluck Development Limited, which was wholly owned by Fragrant River Entertainment Culture (Holdings) Limited, which was in turn wholly owned by Universe International Financial Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1046). Accordingly, each of Fragrant River Entertainment Culture (Holdings) Limited and Universe International Financial Holdings Limited was deemed to be interested in the 49,383,000 Shares held by Weluck Development Limited pursuant to Part XV of the SFO.
- Ace Source is wholly and beneficially owned by Mr. Xue Qiushi, a director of certain subsidiaries of the Company.
- Wise Action Limited (“**Wise Action**”) and Fastek Investments Limited (“**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, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1082). Each of Rosy Lane Investments Limited and Hong Kong Education (Int’l) Investments Limited was deemed to be interested in all the 31,912,157 Shares held by Wise Action and Fastek pursuant to Part XV of the SFO.

4. *Access Magic is wholly owned by Mr. Dong Yuguo, a director of certain subsidiaries of the Company.*
5. *Wealthy Hope is wholly owned by Mr. Chen Liang, a director and the Co-Chief Technology Officer of a subsidiary of the Company.*
6. *Well Peace is wholly owned by Mr. Lian Ming, a director and the Co-Chief Technology Officer of a subsidiary of the Company.*
7. *Pursuant to the Underwriting Agreement, in the event of the Underwriter being called upon to subscribe for or procure subscribers for the Untaken Shares:*
 - (a) *no Untaken Shares shall be subscribed for in any jurisdiction except pursuant to an exemption from, or by a transaction not subject to, the registration requirements of the applicable securities laws of that jurisdiction;*
 - (b) *the Underwriter shall not subscribe, for its own account, for such number of the Untaken Shares which will result in the shareholding of it and parties acting in concert with it in the Company to be 29.9% or more of the then issued share capital of the Company;*
 - (c) *the Underwriter shall ensure that none of the subscribers of the Untaken Shares (including the Underwriter) will become a substantial shareholder of the Company as a result of such subscription and such subscriber, together with parties acting in concert with it, shall not be holding 29.9% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares;*
 - (d) *the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriter), shall be third party independent of, not acting in concert with and not connected with any connected person of the Company and their respective associates and close associates;*
 - (e) *the Underwriter shall, and shall procure the sub-underwriter(s) to, procure independent subscribers to take such number of the Underwritten Shares as necessary to ensure sufficient public float be maintained upon the allotment and issue of the Rights Shares in compliance with Rule 11.23(7) of the GEM Listing Rules;*
 - (f) *the subscriber(s) that it or its sub-underwriter(s) procures shall not be a “US person” under the United States Securities Act of 1933; and*
 - (g) *in the event that there is insufficient public float of the Company within the meaning of the GEM Listing Rules immediately upon the allotment and issue of the Rights Shares solely because of the Underwriter’s performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 11.23(7) of the GEM Listing Rules.*

Reasons for the Rights Issue and use of proceeds

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) investment in securities, (iii) money lending business, (iv) provision of insurance and mandatory provident fund schemes brokerage services, and (v) provision of corporate management solutions and information technology contract services.

The gross proceeds from the Rights Issue will be approximately HK\$77.0 million. The net proceeds from the Rights Issue after deducting all relevant expenses are estimated to be approximately HK\$73.0 million.

Reference is made to the announcements of the Company dated 13 August 2015, 16 September 2015 and 31 December 2015, and the circular of the Company dated 23 November 2016, the Convertible Notes in the aggregate amount of HK\$75,208,200 were issued to Access Magic, Ace Source, Wealthy Hope and Well Peace on 31 December 2015 with the conversion price of HK\$0.30 (subject to adjustment(s)). As at the date of this announcement, the entire amount of the Convertible Notes remains outstanding and such principal amount is convertible into up to 50,138,800 Shares at a prevailing conversion price of HK\$1.50 per conversion share (subject to adjustment(s)). The Company intends to use the entire amount of the net proceeds from the Rights Issue and its internal resources to redeem the Convertible Notes in full so as to generally reduce the indebtedness of the Group.

The Board considers that the Rights Issue provides an opportunity for the Shareholders to maintain their proportionate interests in the Company. As such, the Directors consider that the Underwriting Agreement is entered into upon normal commercial terms and that the terms of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholding in the Company will be diluted. Qualifying Shareholders should also note that if they do not take up their provisional allotment in full, their shareholding in the Company will be diluted.

EQUITY FUND RAISING ACTIVITY OF THE COMPANY IN THE PAST 12 MONTHS

Date of initial announcement	Equity fund raising activity	Net proceeds	Intended use of proceeds	Actual use of proceeds
13 June 2016	Issue of 8,583,000 Shares under general mandate	HK\$4 million	General working capital of the Group	HK\$4 million had been used for general working capital of the Group

Save for the above, the Company had not conducted any other equity fund raising activity in the past 12 months immediately preceding the date of this announcement.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the Company has not conducted any rights issue or open offer within the 12 month period prior to the date of this announcement and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% and the Rights Issue is fully underwritten by the Underwriter who is not a Director, chief executive or substantial shareholder of the Company (or their respective close associates), pursuant to Rule 10.29 of the GEM Listing Rules, the Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules.

ADJUSTMENTS RELATING TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES UPON COMPLETION OF THE RIGHTS ISSUE

As at the date of this announcement, there are (i) Outstanding Options granted under the Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 2,462,000 Shares; and (ii) the Convertible Notes with the outstanding principal amount of HK\$75,208,200 which are convertible into up to 50,138,800 Shares at a prevailing conversion price of HK\$1.50 per conversion share. The Rights Issue may cause adjustments to (i) the exercise price of the Outstanding Options and/or the number of Shares to be allotted and issued upon exercise of the Outstanding Options; and (ii) conversion price and/or the number of Shares to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes. The Company will make further announcement in respect of such adjustments as and when appropriate.

GENERAL

The Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders (and the Prospectus for their information only, to the Excluded Shareholders) on Friday, 20 January 2017.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares and the nil-paid Rights Shares, and if they are in any doubt about their position, they should consult their professional advisers.

The Shares will be dealt in on an ex-entitlements basis from Wednesday, 11 January 2017. Dealings in the Rights Shares in the nil-paid form will take place from Tuesday, 24 January 2017 to Thursday, 2 February 2017 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated, the Rights Issue will not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Tuesday, 24 January 2017 to Thursday, 2 February 2017 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, unless the context otherwise requires, capitalised terms and expressions shall have the following meanings when used herein.

“Access Magic”	Access Magic Limited, a company incorporated in the British Virgin Islands with limited liability and an existing Shareholder which is wholly owned by Mr. Dong Yuguo, a director of certain subsidiaries of the Company
“Access Magic Undertaking”	the irrevocable undertakings given by Access Magic in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes
“Ace Source”	Ace Source International Limited, a company incorporated in the British Virgin Islands with limited liability and an existing Shareholder which is wholly owned by Mr. Xue Qiushi, a director of certain subsidiaries of the Company
“Ace Source Undertaking”	the irrevocable undertakings given by Ace Source in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes
“acting in concert”	has the meaning as ascribed to in the Takeovers Code
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors

“business day”	a day (excluding Saturday and Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate”	has the meaning ascribed thereto in the GEM Listing Rules
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose issued Shares are listed on GEM (Stock Code: 8100)
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Convertible Notes”	the zero coupon convertible notes due 2017 issued by the Company to Ace Source, Access Magic, Wealthy Hope and Well Peace on 31 December 2015, the outstanding principal amount of which is, in aggregate, HK\$75,208,200 and are convertible into Shares at the prevailing conversion price of HK\$1.50 per conversion share (subject to adjustment(s)) as at the date of the Underwriting Agreement
“Director(s)”	the directors of the Company for the time being
“Excess Application Form(s)”	the form(s) of application for excess Rights Shares, being in such usual form as may be agreed between the Company and the Underwriter
“Excluded Shareholder(s)”	the Overseas Shareholder(s), to whom the Directors, based on legal opinions provided by legal advisers and on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient not to offer the Rights Shares

“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a third party independent of the Company and its connected persons
“Last Trading Day”	21 December 2016, being the date of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Tuesday, 7 February 2017 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for the application and payment for the Rights Shares and the application for the excess Rights Shares and if there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same business day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next business day
“Latest Time for Termination”	4:00 p.m. on Wednesday, 8 February 2017, being the first business day after the Latest Time for Acceptance
“Mr. Kuang”	Mr. Kuang Hao Kun Giovanni, an executive Director and the chairman of the Board
“Mr. Kuang’s Undertaking”	the irrevocable undertaking given by Mr. Kuang in favour of the Company and the Underwriter on 21 December 2016 in respect of his holding of the Outstanding Options
“Mr. Lau”	Mr. Lau Siu Cheong, the company secretary and financial controller of the Company

“Mr. Lau’s Undertaking”	the irrevocable undertaking given by Mr. Lau in favour of the Company and the Underwriter on 21 December 2016 in respect of his holding of the Outstanding Options
“Mr. Lee”	Mr. Lee Kin Fai, an executive Director
“Mr. Lee’s Undertaking”	the irrevocable undertaking given by Mr. Lee in favour of the Company and the Underwriter on 21 December 2016 in respect of his holding of the Outstanding Options
“Outstanding Options”	the share options granted by the Company under the Share Option Scheme adopted by the Company which entitle the holders thereof to subscribe for up to an aggregate of 2,462,000 Shares as at the date of the Underwriting Agreement
“Overseas Shareholder(s)”	the Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) on that date is/are outside Hong Kong
“Prospectus”	the prospectus to be issued by the Company in connection with the Rights Issue on the Prospectus Posting Date
“Prospectus Documents”	the Prospectus together with the Provisional Allotment Letter and the Excess Application Form
“Prospectus Posting Date”	Friday, 20 January 2017 or such later date as the Underwriter may agree with the Company in writing, being the date of the despatch of the Prospectus Documents
“Provisional Allotment Letter”	the provisional allotment letter to be used in connection with the Rights Issue
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date, other than the Excluded Shareholders
“Record Date”	Thursday, 19 January 2017 or such other date as may be agreed between the Company and the Underwriter in writing, being the date by reference to which entitlements under the Rights Issue will be determined

“Registrars”	Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, being the branch share registrar and transfer office of the Company in Hong Kong
“Rights Issue”	the proposed offer by the Company of the Rights Shares on the basis of one (1) Right Share for every two (2) Shares held on the Record Date at the Subscription Price pursuant to the Prospectus Documents and as contemplated under the Underwriting Agreement
“Rights Shares”	148,149,412 Shares to be allotted and issued under the Rights Issue
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution passed at an extraordinary general meeting of the Company held on 24 December 2007
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the issue price of HK\$0.52 per Rights Share at which the Rights Shares are proposed to be offered for subscription
“substantial shareholder”	has the meaning as ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriter”	Nuada Limited 洛爾達有限公司, a company incorporated in Hong Kong and a licensed corporation to carry on business in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Underwriting Agreement”	the underwriting agreement dated 21 December 2016 and entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
“Underwritten Shares”	all the Right Shares, being 148,149,412 Rights Shares underwritten by the Underwriter under the Underwriting Agreement

“Wealthy Hope”	Wealthy Hope Limited, a company incorporated in the British Virgin Islands and an existing Shareholder which is wholly owned by Mr. Chen Liang, a director and the Co-Chief Technology Officer of a subsidiary of the Company
“Wealthy Hope Undertaking”	the irrevocable undertakings given by Wealthy Hope in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes
“Well Peace”	Well Peace Global Limited, a company incorporated in the British Virgin Islands and an existing Shareholder which is wholly owned by Mr. Lian Ming, a director and the Co-Chief Technology Officer of a subsidiary of the Company
“Well Peace Undertaking”	the irrevocable undertakings given by Well Peace in favour of the Company and the Underwriter on 21 December 2016 in respect of its holding of the Convertible Notes
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 21 December 2016

As at the date of this announcement, the Board consists of three executive Directors, namely Mr. Kuang Hao Kun Giovanni, Ms. Hung Yvonne and Mr. Lee Kin Fai, and three independent non-executive Directors, namely Ms. Xiao Yiming, Professor Chui Tsan Kit and Professor Lee T.S..

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM 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.