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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)

RESULTS OF RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE AND ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE OUTSTANDING OPTIONS

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Tuesday, 7 February 2017, being the Latest Time for Acceptance of, and the payment for, the Rights Shares and the latest time for the application and payment for the excess Rights Shares, a total of 17 valid acceptances and applications had been received for a total of 49,501,087 Rights Shares, which comprised:

- (a) a total of 13 valid acceptances of provisional allotments under the Provisional Allotment Letters in respect of a total of 49,353,451 Rights Shares, representing approximately 33.31% of the total number of 148,149,412 Rights Shares available for subscription under the Rights Issue; and
- (b) a total of 4 valid applications for excess Rights Shares under the Excess Application Forms in respect of a total of 147,636 Rights Shares, representing approximately 0.10% of the total number of 148,149,412 Rights Shares available for subscription under the Rights Issue.

* for identification purposes only

In aggregate, 49,501,087 Rights Shares validly accepted and applied for under the Provisional Allotment Letters and the Excess Application Forms represented approximately 33.41% of the total number of 148,149,412 Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was under-subscribed by 98,648,325 Rights Shares, representing approximately 66.59% of the total number of 148,149,412 Rights Shares available under the Rights Issue.

THE UNDERWRITING AGREEMENT

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Underwriting Agreement became unconditional at 4:00 p.m. on Wednesday, 8 February 2017.

Based on the above results, the Rights Issue was under-subscribed by 98,648,325 Rights Shares. In accordance with the Underwriting Agreement, the Underwriter has procured subscribers who are Independent Third Parties to subscribe for all such 98,648,325 Rights Shares.

EXCESS RIGHTS SHARES

Given the under-subscription of the Rights Shares, the Board has resolved to accept all 4 valid applications for a total of 147,636 excess Rights Shares and to allot and issue such number of Rights Shares to the relevant applicants in full. Shareholders applying for such excess Rights Shares will be fully allotted with the excess Rights Shares they have applied for.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

It is expected that share certificates for the fully-paid Rights Shares will be despatched to persons entitled thereto by ordinary post to their registered address at their own risk on Wednesday, 15 February 2017.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, on the Stock Exchange will commence at 9:00 a.m. on Thursday, 16 February 2017.

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE OUTSTANDING OPTIONS

As a result of the Rights Issue, adjustments to the number of Shares falling to be issued upon the exercise of the subscription rights attached to the Outstanding Options and the related exercise price have been made under the relevant rules of the Share Option Scheme, Rule 23.03(13) of the GEM Listing Rules and the supplementary guidelines regarding the adjustments to share options issued by the Stock Exchange on 5 September 2005. RSM Hong Kong, the auditor of the Company, has certified in writing that the adjustments in relation to the Outstanding Options are in compliance with the rules and terms of the Share Option Scheme, the requirements as set out in the Chapter 23 of the GEM Listing Rules and the aforementioned supplementary guidelines and no adjustments to the Convertible Notes are required under the terms and conditions of the Convertible Notes.

Reference is made to the prospectus of GET Holdings Limited (“**Company**”) dated 20 January 2017 (the “**Prospectus**”) in relation to the Rights Issue. All capitalised terms used herein shall, unless otherwise defined, have the same meanings as those defined in the Prospectus.

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EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge and information, the following is a table showing the changes in the shareholding structure of the Company immediately before and after completion of the Rights Issue:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	No. of Shares	Approximate %	No. of Shares	Approximate % (Note 8)
Shareholders				
Weluck Development Limited (Note 1)	49,383,000	16.67	74,074,500	16.67
Ace Source (Note 2)	30,131,060	10.17	30,131,060	6.78
Fastek Investments Limited (Note 3)	23,720,000	8.01	35,580,000	8.01
Wise Action Limited (Note 3)	8,192,157	2.76	12,288,235	2.76
Access Magic (Note 4)	17,934,664	6.05	17,934,664	4.04
Wealthy Hope (Note 5)	1,983,658	0.67	1,983,658	0.45
Well Peace (Note 6)	1,983,658	0.67	1,983,658	0.45
Underwriter or subscribers procured by it (Note 7)	–	–	98,648,325	22.20
Existing public Shareholders	162,970,628	55.00	171,824,137	38.66
Total	<u>296,298,825</u>	<u>100.00</u>	<u>444,448,237</u>	<u>100.00</u>

Notes:

1. These Shares are held by Weluck Development Limited, which is wholly owned by Fragrant River Entertainment Culture (Holdings) Limited, which is 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 Shares held by Weluck Development Limited pursuant to Part XV of the SFO.
2. Ace Source is wholly and beneficially owned by Mr. Xue Qiushi, a director of certain subsidiaries of the Company.
3. 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 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. *To the best knowledge of the Underwriter, the Underwriter did not subscribe, for its own account, for any Untaken Shares and each of the subscribers (including any direct and indirect sub-underwriters) (a) is a third party independent of, not acting in concert with and not connected with any connected persons (as defined in the GEM Listing Rules) of the Company and their respective associates and close associates; (b) does not become a substantial shareholder of the Company as a result of such subscription and such subscriber, together with parties acting in concert with it, are not holding 29.9% or more of the issued share capital of the Company upon the allotment and issue of the Rights Shares; (c) who took such number of the Untaken 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; and (d) is not “US person” under the United States Securities Act of 1933.*
8. *The aggregate percentage may not add up to 100% due to rounding.*

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE OUTSTANDING OPTIONS

Adjustments to the number of Shares falling to be issued upon the exercise of the subscription rights attached to the Outstanding Options and the related exercise price have been made under the relevant rules of the Share Option Scheme, Rule 23.03(13) of the GEM Listing Rules and the supplementary guidelines regarding the adjustments to share options issued by the Stock Exchange on 5 September 2005 upon the allotment and issue of the Rights Shares. The adjustments are as follows:

Date of grant	Exercise Period	Immediately prior to the effectiveness of the Rights Issue		Immediately after the effectiveness of the Rights Issue	
		Number of Shares to be issued upon exercise of the Outstanding Options	Exercise price per Share	Adjusted Number of Shares to be issued upon exercise of the Outstanding Options	Adjusted exercise price per Share
2 July 2015	15 July 2015 to 14 July 2018	2,462,000	HK\$2.755	2,482,180	HK\$2.733

The above adjustments will become effective on the date of allotment and issue of the Rights Shares.

RSM Hong Kong, the auditor of the Company, has certified in writing that the adjustments in relation to the Outstanding Options are in compliance with the rules and terms of the Share Option Scheme, the requirements as set out in the Chapter 23 of the GEM Listing Rules and the aforementioned supplementary guidelines and no adjustments to the Convertible Notes are required under the terms and conditions of the Convertible Notes. The Company will notify the holders of the Outstanding Options of such adjustments.

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

Hong Kong, 14 February 2017

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 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.