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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: PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that on 24 February 2017, the Shareholder Loan Agreement was entered into between the Lender, a wholly-owned subsidiary of the Company, and the Borrower. Pursuant to the Shareholder Loan Agreement, the Lender has agreed to grant the Loan in the principal amount of US\$3,500,000 (equivalent to approximately HK\$27,230,000) to the Borrower. The Loan is unsecured, non-interest bearing and repayable on demand.

The Lender acquired an aggregate of approximately 35% of the issued share capital of the Borrower in 2016 through the Acquisition. As at the date of this announcement, it was owned as to approximately 35% by the Lender and such investment in the Borrower is a long term investment of the Group. The Loan to be made by the Group under the Shareholder Loan Agreement is in proportion to its shareholding in the Borrower (when compared with the loans made by the other shareholders of the Borrower).

IMPLICATIONS UNDER THE GEM LISTING RULES

As the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of each of (i) the Loan (standing alone); and (ii) the Loan when aggregated with the Acquisition is more than 5% but all applicable percentage ratios are less than 25%, each of (i) the grant of the Loan under the Shareholder Loan Agreement (standing alone); and (ii) the Loan when aggregated with the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements under Rule 19.34 of the GEM Listing Rules.

* for identification purposes only

PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that on 24 February 2017, the Shareholder Loan Agreement was entered into between the Lender, a wholly-owned subsidiary of the Company, and the Borrower.

Summarised below are the principal terms of the Shareholder Loan Agreement.

THE SHAREHOLDER LOAN AGREEMENT

Date	:	24 February 2017
Lender	:	Lucky Famous Limited, a wholly-owned subsidiary of the Company
Borrower	:	Jun Yang Solar Power Investment Holdings Limited 君陽光電投資控股有限公司
Principal amount	:	US\$3,500,000 (equivalent to approximately HK\$27,230,000)
Interest	:	Nil
Drawdown date	:	On or before the 30th day after the date of the Shareholder Loan Agreement
Repayment	:	Subject to the written consent of all shareholders of the Borrower, the Lender shall have the right at any time to request the Borrower to repay all or part of the outstanding amount of the Loan by serving not less than three days' prior written notice on the Borrower
Guarantee	:	The Loan is unsecured

FUNDING OF THE ADVANCE

The Group will finance the Loan with its internal resources.

INFORMATION OF THE BORROWER

Reference is made to the announcements of the Company dated 19 August 2016 and 1 September 2016 and the third quarterly report of the Company for the nine months ended 30 September 2016. The Lender acquired an aggregate of approximately 35% of the issued share capital of the Borrower in 2016 through the Acquisition. As disclosed in the Company's announcements dated 19 August 2016 and 1 September 2016, the acquisition of approximately 30% of the issued share capital of the Borrower by the Group in September 2016 constituted a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules. The acquisition of a further approximately 5% of the issued share capital of the Borrower in November 2016, on a stand-alone basis, did not constitute a notifiable transaction for the Company. The Acquisition, on an aggregate basis, did not constitute a major transaction for the Company under Chapter 19 of the GEM Listing Rules.

The Borrower is a company incorporated in the Cayman Islands and principally engaged in investment holdings. The Borrower holds a number of subsidiaries which are principally engaged in solar energy business with a focus on development, construction, operation and maintenance of power station projects in The People's Republic of China. As at the date of this announcement, it was owned as to approximately 35% by the Lender and such investment in the Borrower is a long term investment of the Group. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Borrower and its ultimate beneficial owners is an Independent Third Party.

INFORMATION OF THE GROUP AND THE LENDER

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 Lender, a wholly-owned subsidiary of the Company, is principally engaged in investment holding.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SHAREHOLDER LOAN AGREEMENT

As specified in the Shareholder Loan Agreement, it is intended that the Loan will be applied as general working capital (including but not limited to repayment of loans and liabilities) of the Borrower for its continuous business development. The Loan to be made by the Group under the Shareholder Loan Agreement is in proportion to its shareholding in the Borrower (when compared with the loans made by the other shareholders of the Borrower). Taking into account the Group's approximately 35% stake in the Borrower and the intended purpose of the Loan, the Directors consider that the terms of the Shareholder Loan Agreement are on normal commercial terms and fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of each of (i) the Loan (standing alone); and (ii) the Loan when aggregated with the Acquisition is more than 5% but all applicable percentage ratios are less than 25%, each of (i) the grant of the Loan under the Shareholder Loan Agreement (standing alone); and (ii) the Loan when aggregated with the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the notification and announcement requirements under Rule 19.34 of the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings:

“Acquisition”	the acquisition of approximately 30% and 5% of the issued share capital of the Borrower by the Lender, the completion of which took place in September 2016 and November 2016 respectively
“Board”	the board of Directors
“Borrower”	Jun Yang Solar Power Investment Holdings Limited 君陽光電投資控股有限公司, a company incorporated in the Cayman Islands
“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 (stock code: 8100)
“Director(s)”	the director(s) of the Company
“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
“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”	third party independent of the Company and its connected person(s)
“Lender”	Lucky Famous Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Loan”	the loan in the principal amount of US\$3,500,000 (equivalent to approximately HK\$27,230,000) granted to the Borrower under the Shareholder Loan Agreement
“Shareholder Loan Agreement”	the shareholder loan agreement dated 24 February 2017 entered into between the Lender and the Borrower in respect of the Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States of America dollars, the lawful currency of the United States of America

In this announcement, amounts denominated in US\$ have been converted into HK\$ at an exchange rate of US\$1=HK\$7.78. Such exchange rate is for illustration purposes only and does not constitute representations that any amount in US\$ or HK\$ has been, could have been or may be converted at such rate.

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

Hong Kong, 24 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.