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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: DISPOSAL OF 100% INTEREST IN THE TARGET AND THE SALE LOAN

THE DISPOSAL

The Board is pleased to announce that after trading hours on 31 July 2017, the Vendor, a wholly-owned subsidiary of the Company, the Purchaser and the Company, as Vendor's guarantor, entered into the Provisional SP Agreement pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, (a) the Sale Share, representing 100% of the issued share capital of the Target as at Completion; and (b) the Sale Loan, at the Consideration of HK\$20,000,000.

The Target is a company incorporated in Hong Kong with limited liability and principally engaged in property investment. The Target owns the Property.

The Company joins as a party to the Provisional SP Agreement to guarantee and procure the due observance and performance of all the agreements, obligations, commitments and undertakings by the Vendor under the Provisional SP Agreement.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19.34 of the GEM Listing Rules.

* For identification purposes only

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THE PROVISIONAL SP AGREEMENT

Major terms of the Provisional SP Agreement are set out below.

Date

31 July 2017

Parties

- (a) Vendor: Million Worldwide Investment Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
- (b) Purchaser: a company incorporated in Anguilla with limited liability and the principal business of which is investment holding
- (c) Vendor's guarantor: the Company

The Company joins as a party to the Provisional SP Agreement to guarantee and procure the due observance and performance of all the agreements, obligations, commitments and undertakings by the Vendor under the Provisional SP Agreement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Purchaser and its ultimate beneficial owner is an Independent Third Party.

Assets to be disposed of

The Sale Share, representing 100% of the issued share capital of the Target as at Completion, with all the benefits thereof together with all rights attached thereto free from all encumbrances and third party rights, and the Sale Loan.

Consideration

The total Consideration for the sale and purchase of the Sale Share and the Sale Loan is HK\$20,000,000 and payable by the Purchaser to the Vendor in cash in the following manner:

- (a) as to HK\$1,000,000 on the date of signing of the Provisional SP Agreement as initial deposit;
- (b) as to HK\$1,000,000 on or before 21 August 2017 as further deposit; and
- (c) as to the remaining balance of HK\$18,000,000 on the Completion Date.

Basis of Consideration

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the preliminary valuation of the Property of HK\$20,500,000 as at 28 July 2017 conducted by an independent professional property valuer appointed by the Vendor and a recent transaction price of comparable property of similar size in the same development.

Conditions precedent

Completion shall be conditional upon the following:

- (a) the Purchaser having completed its due diligence investigation on the business, financial, legal and all other aspects of the Target and satisfied with the results thereof;
- (b) the Vendor, shall at the Vendor's own cost, procure the Target to prove and give a good title to the Property in accordance with Sections 13 and 13A of the Conveyancing and Property Ordinance (Chapter 219 of the Laws of Hong Kong); and
- (c) all the representations, undertakings and warranties given by the Vendor under the Provisional SP Agreement and the Formal Agreement are and shall remain true, accurate, correct and complete and not misleading in all respects up to the Completion.

If any of the foregoing conditions is not fulfilled (or waived by the Purchaser) on or before the Completion Date, the Purchaser shall be entitled to cancel the transaction under the Provisional SP Agreement whereupon the Vendor shall return all the deposit paid under the Provisional SP Agreement to the Purchaser forthwith.

Formal agreement

The Vendor and the Purchaser shall use all their reasonable endeavours to enter into the Formal Agreement on or before 21 August 2017.

Completion

Completion shall take place on the Completion Date. Upon Completion, the Purchaser agrees to take over the Property on an “as-is” basis subject to the existing tenancy over the Property.

Immediately after Completion, the Target will cease to be a subsidiary of the Company and the Group will cease to have any equity interest in the Target.

INFORMATION ABOUT THE TARGET

The Target is a company incorporated in Hong Kong with limited liability and principally engaged property investment. The Target owns the Property, which is currently leased to an Independent Third Party and occupied as a retailer for merchandise of mobile phones and accessories and electronic devices and gadgets at a monthly rental of HK\$77,000 (exclusive of government rent, rates, management fees, air-conditioning charges and other outgoing expenses) for a term from 1 August 2016 to 31 March 2018.

Set out below is a summary of certain audited financial information of the Target for the two years ended 31 December 2016:

	For the year ended 31 December 2015 HK\$ (approximately)	For the year ended 31 December 2016 HK\$ (approximately) (Note)
Net profit before taxation	919,000	6,622,000
Net profit after taxation	843,000	6,415,000

Note: The net profit for the year ended 31 December 2016 included a gain on the waiver of an amount due to the holding company of approximately HK\$6,900,000 for the year ended 31 December 2016 and the fair value loss on the Property of HK\$500,000. Such gain on the waiver of such amount was not related to the Property.

The unaudited total asset value and net asset value of the Target as at 30 June 2017 were approximately HK\$20.5 million and approximately HK\$576,000 respectively.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements, (ii) investment in securities, (iii) money lending, and (iv) provision of corporate management solutions and I.T. contract services.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group expects to recognise an unaudited loss of approximately HK\$1.4 million from the Disposal, being the difference between the Consideration and the aggregate of the estimated net asset value of the Target, the estimated amount of Sale Loan and the estimated expenses in connection with the Disposal recorded in the Group's accounts as at the Completion Date. The actual gain or loss in connection with the Disposal will be assessed after Completion and is subject to audit.

The Directors expect that the net proceeds from the Disposal, after deducting the expenses directly attributable thereto, will be approximately HK\$19.6 million, which will be used for redeeming part of the outstanding principal amount and interest accrued thereon on the 9% per annum notes issued by the Company ("**9% Loan Notes**") which will become mature in October 2017.

In view of the recent downtrend of the retail sales market and the uncertainty of the property market, it is uncertain whether the Property will enjoy any future capital appreciation. The Directors consider that the Disposal represents an opportunity for the Group to realise its investment in the Target, which holds the Property which is currently leased to and occupied by a retailer for merchandise of mobile phones (including smartphones) and improves the Group's liquidity to finance the redemption of the 9% Loan Notes.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Provisional SP Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the 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 the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19.34 of the GEM Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on GEM
“Completion”	completion of the Disposal
“Completion Date”	27 September 2017, being the date of Completion
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the sum of HK\$20,000,000, being the aggregate consideration for the sale and purchase of the Sale Share and the Sale Loan payable by the Purchaser to the Vendor for the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Share and the Sale Loan by the Group
“Formal Agreement”	the formal agreement to be entered into between the Vendor and the Purchaser in respect of the Disposal
“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(ies)”	third party(ies) independent of the Company and connected person(s) of the Company
“Property”	the property located at Shop No. G28 on Ground Floor, Commercial Podium, Sincere House, No. 83 Argyle Street, Kowloon, Hong Kong

“Provisional SP Agreement”	the provisional agreement dated 31 July 2017 entered into by and among the Purchaser, the Vendor and the Company in relation to the Disposal
“Purchaser”	a company incorporated in Anguilla with limited liability which is an Independent Third Party
“Sale Loan”	all such sum of money advanced by way of loan by the Vendor to the Target and due and owing by the Target to the Vendor as at Completion. For information purpose only, the unaudited amount of the Sale Loan as at 30 June 2017 was approximately HK\$19,632,000
“Sale Share”	one ordinary share in the share capital of the Target, representing 100% of the issued share capital of the Target as at Completion
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Talent Vision Limited, a company incorporated in Hong Kong with limited liability
“Vendor”	Million Worldwide Investment Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of the Company
“%”	per cent.

On behalf of the Board
GET Holdings Limited
Hung Yvonne
Acting Chairman and Executive Director

Hong Kong, 31 July 2017

As at the date of this announcement, the Board consists of two executive Directors, namely Ms. Hung Yvonne and Mr. Lee Kin Fai, 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.