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MR. WONG JING SHONG



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)

JOINT ANNOUNCEMENT

- (1) MANDATORY CONDITIONAL CASH OFFERS
BY GET NICE SECURITIES LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL ISSUED SHARES OF
GET HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH HIM)
AND TO CANCEL ALL THE OUTSTANDING
SHARE OPTIONS OF GET HOLDINGS LIMITED;
AND
(2) RESUMPTION OF TRADING OF THE SHARES**

Joint financial advisers to the Offeror



結好融資有限公司
GET NICE CAPITAL LIMITED



中國農信財務顧問有限公司
China AF Corporate Finance Limited

Financial adviser to the Company

VEDA | CAPITAL
智略資本

* For identification purposes only

INTRODUCTION

On 6 June 2018, the Company was informed by the Offeror that on 6 June 2018, the Offeror has purchased 3,600,000 Shares at prices ranging from HK\$0.415 to HK\$0.420 per Share from open market. Immediately prior to the Purchase, the Offeror was interested in 130,680,000 Shares, representing approximately 29.40% of the issued share capital of the Company. Upon completion of the Purchase on 6 June 2018 and as at the date of this joint announcement, the Offeror is interested in 134,280,000 Shares, representing approximately 30.21% of the voting rights of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Purchase triggered the obligation for the Offeror to make a mandatory conditional cash offer for all issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him). Pursuant to Rule 13.5 of the Takeovers Code, the Option Offer will also be made to cancel all the outstanding Share Options. Get Nice Securities will, for and on behalf of the Offeror, make the Share Offer to acquire all the Offer Shares and the Option Offer to cancel all outstanding Share Options on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

MANDATORY CONDITIONAL CASH OFFERS BY THE OFFEROR

Get Nice Securities, for and on behalf of the Offeror, hereby makes the mandatory conditional cash offers (i) to acquire all issued Shares in the share capital of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him) pursuant to Rule 26.1 of the Takeovers Code; and (ii) to cancel all the outstanding Share Options at appropriate price in compliance with Rule 13 of the Takeovers Code.

The Share Offer

For each Offer Share. HK\$0.42 in cash

The Share Offer Price of HK\$0.42 per Offer Share represents the highest price paid by the Offeror or parties acting in concert with him for the acquisition of the Shares within six months prior to the commencement of the Offer Period.

The Option Offer

For cancellation of each Share Option HK\$0.01 in cash

Pursuant to Rule 13 of the Takeovers Code and Practice Note 6 to the Takeovers Code, the Option Offer Price would normally represent the difference between the exercise price of the Share Options and the Share Offer Price. Under the Option Offer, given that the exercise price of the outstanding Share Options is above the Share Offer Price, the outstanding Share Options are out-of-money and the Option Offer Price for the cancellation of each outstanding Share Option is set at a nominal value of HK\$0.01.

The Option Offer will be extended to all Optionholders in accordance with the Takeovers Code.

Condition to the Offers

The Share Offer is conditional on the number of Shares in respect of valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the date on which the Offers close (or such later time or date as the Offeror may, subject to the Takeovers Code, decide), together with the Shares already owned by the Offeror and parties acting in concert with him and acquired or agreed to be acquired before or during the Offer Period, resulting in the Offeror and parties acting in concert with him holding in aggregate more than 50% of the voting rights of the Company.

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects. Following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be entirely cancelled and renounced.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offers or the fulfilment of the condition to the Offers in accordance with the Takeovers Code and the GEM Listing Rules. The latest time on which the Offeror can declare the Offers unconditional as to acceptances is 7:00 p.m. on the 60th day after the despatch of the Composite Document (or such later date to which the Executive may consent).

Financial resources available to the Offeror

Get Nice Capital and China AF, being the joint financial advisers to the Offeror in respect of the Offers, are satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable in case of full acceptances of the Offers. The Offers will be financed by the Loan Facility provided by Get Nice Securities. The Offeror has entered into the Loan Facility Agreement for the provision of the Loan Facility and executed the Share Charge to pledge the Shares held by him and the Shares to be acquired by him as collateral.

GENERAL

Appointment of financial adviser of the Company

Veda Capital has been appointed as the financial adviser to advise the Company in respect of the Offers. Veda Capital is a corporation licensed under the SFO to carry on type 6 (advising on corporate finance) regulated activity.

Mr. Wong, an executive Director, is a responsible officer of Veda Capital. He also owns the entire interest of Veda Capital. Accordingly, Veda Capital is an associate of Mr. Wong and a connected person of the Company under the GEM Listing Rules. As all applicable percentage ratios (as defined under Chapter 20 of the GEM Listing Rules) are less than 5% and the total fee paid by the Company for the appointment of Veda Capital as the financial adviser to the Company is less than HK\$3,000,000, the appointment of Veda Capital constitutes a connected transaction of the Company which is fully exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Independent Board Committee and independent financial adviser

Under Rule 2.1 of the Takeovers Code, a board which receives an offer, or is approached with a view to an offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation: (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance. The Independent Board Committee, comprising all independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei, Professor Chui Tsan Kit, Professor Lee T.S. and Ms. Xiao Yiming, has been established by the Company to advise the Independent Shareholders and the Optionholders in respect of the Offers.

An independent financial adviser will be appointed to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to acceptance of the Offers. Further announcement(s) will be made by the Company as soon as possible after the independent financial adviser to the Independent Board Committee is appointed.

Composite Document

It is the intention of the Offeror and the Board that the offer document and the offeree board circular be combined in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, it is expected that the Composite Document containing, among other things, (i) further details of the Offers; (ii) a letter of recommendation from the Independent Board Committee in respect of the Offers; (iii) a letter of advice from the independent financial adviser in respect of the Offers; and (iv) the Forms of Acceptance, will be despatched to the Shareholders and the Optionholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

SUSPENSION AND RESUMPTION OF TRADING

Pending the release of this joint announcement, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 7 June 2018 at the request of the Company. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 14 June 2018.

WARNING:

The Offers are conditional. If the total number of Shares in respect of the valid acceptances, which the Offeror received at or before 4:00 p.m. on the first closing date of the Offers (or such other time as the offeror may, subject to the Takeovers Code, decide) under the Share Offer together with the Shares acquired before or during the Offers, does not result in the Offeror and parties acting in concert with him holding more than 50% of the voting rights of the Company, the Offers will not become unconditional and will lapse. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If the Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

INTRODUCTION

On 6 June 2018, the Company was informed by the Offeror that on 6 June 2018, the Offeror has purchased 3,600,000 Shares at prices ranging from HK\$0.415 to HK\$0.420 per Share from open market. Immediately prior to the Purchase, the Offeror was interested in 130,680,000 Shares, representing approximately 29.40% of the issued share capital of the Company. Upon completion of the Purchase on 6 June 2018 and as at the date of this joint announcement, the Offeror is interested in 134,280,000 Shares, representing approximately 30.21% of the voting rights of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Purchase triggered the obligation for the Offeror to make a mandatory conditional cash offer for all issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him). Pursuant to Rule 13.5 of the Takeovers Code, the Option Offer will also be made to cancel all the outstanding Share Options. Get Nice Securities will, for and on behalf of the Offeror, make the Share Offer to acquire all the Offer Shares and the Option Offer to cancel all the outstanding Share Options on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

As at the date of this joint announcement, there are 444,448,237 Shares in issue and outstanding Share Options in respect of 1,246,386 Shares. The exercise price of the outstanding Share Options is HK\$2.721 per Share Option.

All Share Options were granted under the previous share option scheme of the Company adopted pursuant to a resolution of the Shareholders passed on 24 December 2007 and are vested and exercisable. No options have been granted under the new share option scheme of the Company approved by the Shareholders on 13 June 2017 and adopted on 15 June 2017.

Save as disclosed above, the Company has no other outstanding Shares, options, warrants, derivatives or other securities that are convertible or exchangeable into Shares or other relevant securities in the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

MANDATORY CONDITIONAL CASH OFFERS BY THE OFFEROR

Get Nice Securities, for and on behalf of the Offeror, hereby makes the mandatory conditional cash offers (i) to acquire all issued Shares in the share capital of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him) pursuant to Rule 26.1 of the Takeovers Code; and (ii) to cancel all outstanding Share Options at appropriate price in compliance with Rule 13 of the Takeovers Code.

The Share Offer

Get Nice Securities, for and on behalf of the Offeror, hereby makes a mandatory conditional cash offer to acquire all issued Shares in the share capital of the Company (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with him) on the terms set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

For each Offer Share. HK\$0.42 in cash

The Share Offer will be extended to all Independent Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Share Offer shall be fully paid and free from all Encumbrances and together with all rights attaching to them, including the right to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of despatch of the Composite Document.

The Share Offer Price

The Share Offer Price of HK\$0.42 per Offer Share represents the highest price paid by the Offeror or parties acting in concert with him for the acquisition of the Shares within six months prior to the commencement of the Offer Period.

The Share Offer Price of HK\$0.42 per Offer Share represents:

- (i) a premium of approximately 1.20% over the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 6 June 2018, being the Last Trading Day;
- (ii) a premium of approximately 2.69% over the average closing price of approximately HK\$0.409 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days immediately prior to and including the Last Trading Day
- (iii) a premium of approximately 2.94% over the average closing price of approximately HK\$0.408 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a premium of approximately 3.96% over the average closing price of approximately HK\$0.404 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- (v) a discount of approximately 69.48% to the audited consolidated net asset value attributable to the owners of the Company per Share of approximately HK\$1.376 as at 31 December 2017, calculated based on the audited consolidated net asset value attributable to the owners of the Company of approximately HK\$611,363,000 as at 31 December 2017 and the 444,448,237 Shares in issue as at the date of this joint announcement.

Highest and lowest Share prices

During the six-month period immediately preceding the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.45 per Share on 13 February 2018 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.315 per Share on 14 May 2018.

The Option Offer

The Offeror will make (or procure to be made on his behalf) the Option Offer for the Share Options as part of the Offers in accordance with Rule 13 of the Takeovers Code as follows:

For cancellation of each Share Option HK\$0.01 in cash

Pursuant to Rule 13 of the Takeovers Code and Practice Note 6 to the Takeovers Code, the Option Offer Price would normally represent the difference between the exercise price of the Share Options and the Share Offer Price. Under the Option Offer, given that the exercise price of the outstanding Share Options is above the Share Offer Price, the outstanding Share Options are out-of-money and the Option Offer Price for the cancellation of each outstanding Share Option is set at a nominal value of HK\$0.01.

The Option Offer will be extended to all Optionholders in accordance with the Takeovers Code.

Condition to the Offers

The Share Offer is conditional on the number of Shares in respect of valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the date on which the Offers close (or such later time or date as the Offeror may, subject to the Takeovers Code, decide), together with the Shares already owned by the Offeror and parties acting in concert with him and acquired or agreed to be acquired before or during the Offer Period, resulting in the Offeror and parties acting in concert with him holding in aggregate more than 50% of the voting rights of the Company.

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects. Following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be entirely cancelled and renounced.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offers or the fulfilment of the condition to the Offers in accordance with the Takeovers Code and the GEM Listing Rules. The latest time on which the Offeror can declare the Offers unconditional as to acceptances is 7:00 p.m. on the 60th day after the despatch of the Composite Document (or such later date to which the Executive may consent).

VALUE OF THE OFFERS

Based on the Share Offer Price of HK\$0.42 per Share and 310,168,237 Offer Shares not already held or agreed to be acquired by the Offeror and parties acting in concert with him:

- (a) Assuming no outstanding Share Options are exercised and the Share Offer is accepted in full, the total value of the Offers shall be HK\$130,283,123.40 which comprises:
 - (i) the value of the Share Offer of HK\$130,270,659.54; and
 - (ii) the total amount to satisfy the cancellation of all outstanding Share Options of HK\$12,463.86.

- (b) Assuming all outstanding Share Options are exercised in full and the Share Offer is accepted in full (including all Shares issued and allotted as a result of the exercise of the Share Options), the total value of the Offers shall be HK\$130,794,141.66 which comprises:
- (i) the value of the Share Offer of HK\$130,794,141.66; and
 - (ii) no amount to be payable by the Offeror under the Option Offer.

Settlement of consideration

Subject to the Offers having become, or have been declared, unconditional in all respects, settlement of the consideration in respect of acceptances of the Offers will be made as soon as possible but in any event within seven (7) Business Days of the date of receipt of duly completed and valid acceptances in respect of the Offers, or the date on which the Offers become or are declared unconditional in all aspects, whichever is later.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder or an Optionholder (as the case may be) who accepts the Share Offer or the Option Offer (as the case may be) will be rounded up to the nearest cent.

Return of documents

If the Offers do not become, or are not declared, unconditional in all respects within the time permitted by the Takeovers Code, the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) received by the branch registrar of the Company in Hong Kong will be returned to the Shareholders and/or Optionholders (as the case may be) who have accepted the Offers by ordinary post at the Shareholders' and/or Optionholders' own risk as soon as possible but in any event within ten (10) days after the Offers have lapsed.

Availability of the Offers

The Offeror intends to make the Offers available to all Independent Shareholders and Optionholders, including those who are resident outside Hong Kong. The availability of the Offers to persons not resident in Hong Kong may be affected by the laws of the relevant overseas jurisdictions. The making of the Offers to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. Such overseas Shareholders and/or Optionholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. Persons who are residents, citizens or nationals outside Hong Kong should inform themselves about and observe, at their own responsibility, any applicable laws, regulations, requirements and restrictions in their own jurisdictions in connection with the acceptance of the Offers, including the obtaining of any

governmental, exchange control or other consents which may be required, or the compliance with the other necessary formalities and the payment of any issue, transfer or other fares from the accepting Shareholder(s)/Optionholder(s) due in such jurisdiction.

Any acceptance by Shareholders and/or Optionholders and beneficial owners of the Shares and Share Options who are citizens, residents or nationals of a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements have been complied with. Shareholders and/or Optionholders should consult their respective professional advisers if in doubt. Shareholders and/or Optionholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

Effect of accepting the Offers

Subject to the Share Offer becoming unconditional, provided that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order and have been received by the branch share registrar of the Company in Hong Kong, the Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of despatch of the Composite Document.

Acceptance of the Option Offer by Optionholders will result in the cancellation of those outstanding Share Options, together with all rights attaching thereto. Shares Options will lapse automatically (to the extent not exercised) on the date upon the close of the Offers.

Acceptance of the Offers would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

Stamp duty

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Share Offer will be payable by the relevant Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, and will be deducted from the cash amount payable by the Offeror to such Independent Shareholder on acceptance of the Share Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of relevant Shareholders accepting the Share Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptances of the Share Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptances of the Option Offer.

Taxation advice

Independent Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror, parties acting in concert with the Offeror, the Company and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

FINANCIAL RESOURCES AVAILABLE TO THE OFFEROR

Get Nice Capital and China AF, being the joint financial advisers to the Offeror in respect of the Offers, are satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable in case of full acceptances of the Offers.

The Offers will be financed by the Loan Facility provided by Get Nice Securities. The Offeror has entered into the Loan Facility Agreement for the provision of the Loan Facility and executed the Share Charge to pledge the Shares held by him and the Shares to be acquired by him as collateral.

The Offeror confirms that the repayment of the interest on, repayment of or security for any liability (contingent or otherwise) of the Loan Facility will not depend on any significant extent on the business of the Company.

INFORMATION OF THE GROUP

The Group was 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 business; and (iv) provision of corporate management solutions and Information Technology contract services.

INFORMATION ON THE OFFEROR AND FUTURE INTENTIONS OF THE OFFEROR TO THE GROUP

The Offeror is a single largest Shareholder holding 134,280,000 Shares, representing approximately 30.21% of the issued share capital of the Company as at the date of this joint announcement. He is a businessman actively involving in investment in information technology business, and a co-founder of a private company engaging in capital investment in various information technology related areas such as mobile internet access, Fintech, artificial intelligence, big data, education, etc. which has been investing in a number of high quality or start up enterprises worldwide. He is also an non-executive director of a company operating mobile applications for wifi information sharing services and the chief executive officer of a subsidiary of Interactive Entertainment China Cultural Technology Investments Limited, the issued shares of which are listed on the GEM of the Stock Exchange (stock code: 8081).

The Offeror intends that the Group will continue to operate its business in substantially its current state. Upon close of the Offers, the Offeror will conduct a detailed review of the business operations and financial position of the Group for the purpose of formulating a sustainable business plan or strategy for the Group's long term development. Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance long-term growth potential of the Company.

Notwithstanding the above, as at the date of this joint announcement, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group, and the Offeror has no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

As at the date of this joint announcement, the Offeror has not decided on the future composition of the Board. Any changes to the Board will be made in compliance with the Takeovers Code, the GEM Listing Rules and the bye-laws of the Company and further announcement will be made by the Company as and when appropriate.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends for the Company to maintain the listing status of the Shares on GEM after the close of the Offers.

The Stock Exchange has stated that, if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public, or if the Stock Exchange believes that:

- (a) a false market exists or may exist in the trading of the Shares; or**
- (b) there are insufficient Shares in public hands to maintain an orderly market,**

then the Stock Exchange may exercise its discretion to suspend dealings in the Shares.

In order to ensure that within a reasonable period after the close of the Offers, there will be not less than 25% of the Company's total number of issued Shares held by the public, the Offeror undertakes to the Stock Exchange to take appropriate steps within a reasonable period following the close of the Offers to ensure that at least 25% of the total number of issued Shares will be held by the public.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately before completion of the Purchase; and (ii) immediately after completion of the Purchase and as at the date of this joint announcement:

	(i) immediately before completion of the Purchase		(ii) immediately after completion of the Purchase and as at the date of this joint announcement	
	No. of Shares	Approximate %	No. of Shares	Approximate %
The Offeror and parties acting in concert with him	130,680,000	29.40	134,280,000	30.21
Access Magic Limited (<i>Note 1</i>)	17,934,664	4.03	17,934,664	4.03
Ace Source International Limited (<i>Note 2</i>)	30,131,060	6.78	30,131,060	6.78
Well Peace Global Limited (<i>Note 3</i>)	1,683,658	0.38	1,683,658	0.38
Wealthy Hope Limited (<i>Note 4</i>)	1,983,658	0.45	1,983,658	0.45
Public Shareholders	262,035,197	58.96	258,435,197	58.15
Total	444,448,237	100	444,448,237	100

Notes:

1. *Access Magic Limited is wholly owned by Mr. Dong Yuguo, a director of certain subsidiaries of the Company.*
2. *Ace Source International Limited is wholly owned by Mr. Xue Qiushi, a director of certain subsidiaries of the Company.*
3. *Well Peace Global Limited is wholly owned by Mr. Lian Ming, a director of a subsidiary of the Company.*
4. *Wealthy Hope Limited is wholly owned by Mr. Chen Liang, a director of a subsidiary of the Company.*

GENERAL

Appointment of financial adviser of the Company

Veda Capital has been appointed as the financial adviser to advise the Company in respect of the Offers. Veda Capital is a corporation licensed under the SFO to carry on type 6 (advising on corporate finance) regulated activity.

Mr. Wong Hin Shek (“**Mr. Wong**”), an executive Director, is a responsible officer of Veda Capital. He also owns the entire interest of Veda Capital. Accordingly, Veda Capital is an associate of Mr. Wong and a connected person of the Company under the GEM Listing Rules. As all applicable percentage ratios (as defined under Chapter 20 of the GEM Listing Rules) are less than 5% and the total fee paid by the Company for the appointment of Veda Capital as the financial adviser to the Company is less than HK\$3,000,000, the appointment of Veda Capital constitutes a connected transaction of the Company which is fully exempt from the reporting, announcement and independent shareholders’ approval requirements under Chapter 20 of the GEM Listing Rules. In view of Mr. Wong’s relationship with Veda Capital as stated above, Mr. Wong has abstained from voting on the relevant board resolutions of the Company approving the appointment of Veda Capital as financial adviser and the transactions contemplated thereunder.

Independent Board Committee and independent financial adviser

Under Rule 2.1 of the Takeovers Code, a board which receives an offer, or is approached with a view to an offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation: (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance. The Independent Board Committee, comprising all independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei, Professor Chui Tsan Kit, Professor Lee T.S. and Ms. Xiao Yiming, has been established by the Company to advise the Independent Shareholders and the Optionholders in respect of the Offers.

An independent financial adviser will be appointed to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to acceptance of the Offers. Further announcement(s) will be made by the Company as soon as possible after the independent financial adviser to the Independent Board Committee is appointed.

Composite Document

It is the intention of the Offeror and the Board that the offer document and the offeree board circular be combined in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, it is expected that the Composite Document containing, among other things, (i) further details of the Offers; (ii) a letter of recommendation from the Independent Board Committee in respect of the Offers; (iii) a letter of advice from the independent financial adviser in respect of the Offers; and (iv) the Forms of Acceptance, will be despatched to Shareholders and Optionholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

Independent Shareholders and Optionholders are encouraged to read the Composite Documents carefully, including the advice of the independent financial adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders and Optionholders in respect of the Offers, before deciding whether or not to accept the Offers.

DEALING AND INTERESTS IN THE COMPANY'S SECURITIES

None of the Offeror and parties acting in concert with him had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities in the six months prior to 6 June 2018 and up to the date of this joint announcement, save for the following transactions:

Date of transaction	Name	No. of Shares purchased	Purchase price per Share	Approximate %	On exchange/off exchange
23 January 2018	Offeror	3,996,000	0.42	0.90%	On exchange
24 January 2018	Offeror	2,400,000	0.42	0.54%	On exchange
25 January 2018	Offeror	2,400,000	0.42	0.54%	On exchange
29 January 2018	Offeror	4,200,000	0.42	0.94%	On exchange
31 January 2018	Offeror	4,500,000	0.42	1.01%	On exchange
5 February 2018	Offeror	5,400,000	0.42	1.21%	On exchange
7 February 2018	Offeror	390,000	0.415	0.09%	On exchange
12 February 2018	Offeror	408,000	0.42	0.09%	On exchange
10 April 2018	Offeror	18,000	0.415	0.00%	On exchange
10 April 2018	Offeror	9,582,000	0.42	2.16%	On exchange
11 April 2018	Offeror	2,268,000	0.42	0.51%	On exchange
16 April 2018	Offeror	9,600,000	0.42	2.16%	On exchange
18 April 2018	Offeror	4,800,000	0.42	1.08%	On exchange
19 April 2018	Offeror	18,000	0.415	0.00%	On exchange
19 April 2018	Offeror	4,782,000	0.42	1.08%	On exchange
24 April 2018	Offeror	9,600,000	0.42	2.16%	On exchange
25 April 2018	Offeror	9,600,000	0.42	2.16%	On exchange
27 April 2018	Offeror	534,000	0.415	0.12%	On exchange

Date of transaction	Name	No. of Shares purchased	Purchase price per Share	Approximate %	On exchange/ off exchange
27 April 2018	Offeror	8,466,000	0.42	1.90%	On exchange
3 May 2018	Offeror	10,950,000	0.42	2.46%	On exchange
18 May 2018	Offeror	12,000	0.415	0.00%	On exchange
18 May 2018	Offeror	11,784,000	0.42	2.65%	On exchange
23 May 2018	Offeror	12,000	0.415	0.00%	On exchange
23 May 2018	Offeror	12,870,000	0.42	2.90%	On exchange
24 May 2018	Offeror	48,000	0.415	0.01%	On exchange
24 May 2018	Offeror	12,042,000	0.42	2.71%	On exchange
6 June 2018	Offeror	3,540,000	0.42	0.80%	On exchange
6 June 2018	Offeror	60,000	0.415	0.01%	On exchange

As at the date of this joint announcement:

- (a) save for the Offeror's interest in the Shares, neither the Offeror nor any of the parties acting in concert with him owns or has control or direction over any voting rights or rights over the Shares, derivatives, convertible securities, warrants or options in the Company;
- (b) neither the Offeror nor any parties acting in concert with him has received any irrevocable commitment to accept or reject the Offers;
- (c) there is no outstanding derivative in respect of the securities in the Company entered into by the Offeror or any of the parties acting in concert with him;
- (d) save for the Loan Facility Agreement and the Share Charge, there are no arrangements (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares which might be material to the Offers;
- (e) there is no agreement or arrangement to which the Offeror (nor any of the parties acting in concert with him) is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers;

- (f) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror (or any of the parties acting in concert with him) has borrowed or lent;
- (g) there is no special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror and parties acting in concert with him, on one hand and the Shareholders on the other hand; and
- (h) save for the payment under the Purchase, there is no other consideration in any form paid or payable by the Offeror or parties acting in concert with him to the sellers under the Purchase.

All associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offeror and the Company are reminded to disclose their dealings in the securities of the Company in accordance with Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

The Offeror, its nominees or brokers or associates may from time to time make certain purchases of, or arrangements to purchase, the Shares other than pursuant to the Share Offer, during the period in which the Share Offer remains open for acceptance in compliance with the Takeovers Code. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be reported to the SFC and will be available on the website of the SFC at <http://www.sfc.hk/>.

SUSPENSION AND RESUMPTION OF TRADING

Pending the release of this joint announcement, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 7 June 2018 at the request of the Company. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 14 June 2018.

WARNING: The Offers are conditional. If the total number of Shares in respect of the valid acceptances, which the Offeror receives at or before 4:00 p.m. on the first closing date of the Offers (or such other time as the offeror may, subject to the Takeovers Code, decide) under the Share Offer together with the Shares acquired before or during the Offers, does not result in the Offeror and parties acting in concert with him holding more than 50% of the voting rights of the Company, the Offers will not become unconditional and will lapse. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If the Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“China AF”	China AF Corporate Finance Limited, a corporation licensed under the SFO to carry on type 6 (advising on corporate finance) regulated activity, being one of the joint financial advisers to the Offeror
“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)

“Composite Document”	the composite offer document and offeree board circular in respect of the Offers proposed to be jointly issued by or on behalf of the Offeror and the Company to the Independent Shareholders and the Optionholders in accordance with the Takeovers Code
“Director(s)”	director(s) of the Company
“Encumbrances”	any mortgage, charge, pledge, lien (otherwise than arising by statute or operation of law), hypothecation or other encumbrance, priority or security interest or other third party right, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback or trust arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director, as defined in the Takeovers Code
“Forms of Acceptance”	the forms of acceptance and transfer of the Shares and the Share Options (as the case may be) in respect of the Offers
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Get Nice Capital”	Get Nice Capital Limited, a corporation licensed under the SFO to carry on type 6 (advising on corporate finance) regulated activity, being one of the joint financial advisers to the Offeror
“Get Nice Securities”	Get Nice Securities Limited, a corporation licensed under the SFO to carry on type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board, comprising all independent non-executive Directors, formed to advise the Independent Shareholders and the Optionholders in respect of the Offers

“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with him
“Last Trading Day”	6 June 2018, being the last trading day before trading in the Shares was halted pending the publication of this joint announcement
“Loan Facility”	a loan facility in the amount of HK\$132,500,000 granted by Get Nice Securities in favour of the Offeror under the Loan Facility Agreement
“Loan Facility Agreement”	the loan facility agreement entered into between Get Nice Securities as lender and the Offeror as borrower dated 6 June 2018 (and supplemented on 13 June 2018)
“Offer Period”	the period commencing on 13 June 2018, being the date of this joint announcement, and ending on the date when the Offers close
“Offer Share(s)”	any and all of the Share(s), other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with him
“Offeror”	Mr. Wong Jing Shong
“Offers”	the Share Offer and the Option Offer
“Option Offer”	the conditional mandatory cash offer being made by Get Nice Securities on behalf of the Offeror in accordance with the Takeovers Code to cancel the Share Options in accordance with the Takeovers Code
“Option Offer Price”	the price at which the Option Offer is made, being HK\$0.01 per Share Option
“Optionholder(s)”	holder(s) of the Share Options from time to time
“Purchase”	the purchase of an aggregate of 3,600,000 Shares at price ranging from HK\$0.415 to HK\$0.420 per Share by the Offeror from the open market on 6 June 2018
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Share(s)”	the ordinary share(s) of the Company of HK\$0.01 each
“Share Charge”	the share charge entered into between the Offeror as chargor and Get Nice Securities as the lender dated 6 June 2018 whereby the Offeror has charged to Get Nice Securities the Shares owned and to be acquired under the Offers by the Offeror and agreed to deposit the Shares in a securities trading account maintained with Get Nice Securities from time to time
“Share Offer”	the conditional mandatory cash offer being made by Get Nice Securities on behalf of the Offeror in accordance with the Takeovers Code to acquire all issued Shares (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with him) in accordance with the Takeovers Code
“Share Offer Price”	the price at which the Share Offer is made, being HK\$0.42 per Offer Share
“Share Option(s)”	the share option(s) granted by the Company under the share option scheme adopted pursuant to a resolution of the Shareholders passed on 24 December 2007
“Shareholder(s)”	holder(s) of Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Veda Capital”	Veda Capital Limited, a corporation licensed under the SFO to carry on type 6 (advising on corporate finance) regulated activity, being the financial adviser to the Company
“%”	per cent.

Mr. Wong Jing Shong

On behalf of the Board
GET Holdings Limited
Pon Kai Choi Phemey
Chairman and Executive Director

Hong Kong, 13 June 2018

As at the date of this joint announcement, the Board consists of three executive Directors, namely Mr. Pon Kai Choi Phemey, Mr. Lee Kin Fai, and Mr. Wong Hin Shek, and five independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei, Professor Chui Tsan Kit, Professor Lee T.S. and Ms. Xiao Yiming.

The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group and the Directors) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror or any of his associates or any parties acting in concert with him but including information relating to the Group and the Directors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint 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.