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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)

PROFIT WARNING

This announcement is made by GET Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary review and analysis of the latest available unaudited financial information of the Group, the Group is expected to record a significant decrease in profit or even a loss attributable to owners of the Company for the six months ended 30 June 2018 (the “**2018 Interim Period**”) as opposed to a profit attributable to owners of the Company of approximately HK\$3.0 million for the six months ended 30 June 2017 (the “**2017 Interim Period**”). The Board attributed such deterioration in financial performance primarily to the combined net effects of (i) the expected decrease in segment profit of software business of the Group for the 2018 Interim Period, compared with the segment profit of approximately HK\$28.3 million for the 2017 Interim Period; (ii) the expected segment loss of corporate management solutions and information technology contract services business of the Group for the 2018 Interim Period as opposed to the segment profit of approximately HK\$2.3 million for the 2017 Interim Period; (iii) the expected share of loss of an associate of the Company for the 2018 Interim Period as opposed to the share of profit of the associate of the Company of approximately HK\$5.2 million for the 2017 Interim Period; and (iv) the absence of finance costs in the 2018 Interim Period, while the Group recorded finance costs incurred from the convertible notes and loan notes issued by the Company of approximately HK\$9.1 million in the 2017 Interim Period (the “**Profit Warning Statement**”).

* For identification purposes only

As the Group is still in the process of preparing and finalising its financial results for the 2018 Interim Period, the information contained in this announcement is only based on a preliminary assessment made by the Board with reference to the information currently available. It is not based on any data or information that has been audited or reviewed by the auditors of the Company or the audit committee of the Board. There may be adjustments following further review and finalisation of the financial results of the Group for the 2018 Interim Period by the Board.

Further information and other details of the Group's financial performance for the 2018 Interim Period will be disclosed in the forthcoming interim results announcement of the Group for the 2018 Interim Period (the "**2018 Interim Results Announcement**") which is expected to be published before 14 August 2018.

Reference is also made to the announcement jointly issued by the Company and Mr. Wong Jing Shong (the "**Offeror**") on 13 June 2018 (the "**Offer Announcement**") regarding the mandatory conditional cash offers (the "**Offers**") by Get Nice Securities Limited for and on behalf of the Offeror to acquire all issued shares of the Company (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 the Company. With the publication of the Offer Announcement, the offer period in respect of the Offers has commenced since 13 June 2018. Pursuant to Rule 10 of the Code on Takeovers and Mergers of Hong Kong (the "**Takeovers Code**"), the Profit Warning Statement constitutes a profit forecast and must be reported on by the Company's financial advisers and auditor. In view of the requirements of timely disclosures of the inside information under Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules), the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code.

The Company would like to draw the attention of the Shareholders and potential investors that the Profit Warning Statement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. The Profit Warning Statement will be reported on by the Company's financial adviser and its auditors as soon as possible in compliance with the Takeovers Code and such reports will be contained in the next document to be issued by the Company to the Shareholders (the "**Shareholders' Document**"). However if the 2018 Interim Results Announcement is published prior to the next Shareholders' Document and the relevant results together with the notes to the financial statements are included in the next Shareholders' Document, such reports are no longer required under the Takeovers Code.

Shareholders and potential investors of the Company should note that the Profit Warning Statement has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning Statement in assessing the merits and demerits of the Offers. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 3 July 2018

As at the date of this 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 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in 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.