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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of GET Holdings Limited.*

**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**

**DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO  
THE MANDATORY CONDITIONAL CASH OFFER  
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)**

**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

References are made to (i) the joint announcement issued by GET Holdings Limited (the “**Company**”) and Mr. Wong Jing Shong (the “**Offeror**”) dated 13 June 2018 in relation to, among other things, the mandatory conditional cash offers by Get Nice Securities Limited for and on behalf of the Offeror to acquire all the 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 (the “**Offers**”); (ii) the joint announcement issued by the Company and the Offeror dated 4 July 2018 in relation to the delay in despatch of the Composite Document (as defined below); (iii) the joint announcement issued by the Company and the Offeror dated 6 August 2018 in relation to the update on the status of the Composite Document; (iv) the joint announcement issued by the Company and the Offeror dated 9 August 2018 in relation to the lapse of share options of the Company, update in relation to the Offers and update on number of relevant securities of the Company; and (v) the composite offer and response document jointly issued by the Offeror and the Company on 31 August 2018 (the “**Composite Document**”). Capitalised terms used herein shall have the same meanings as those defined in the Composite Document, unless the context requires otherwise.

**DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) the expected timetable of the Share Offer; (ii) the letter from Get Nice Securities setting out the principal terms of the Share Offer; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee containing its advice to the Independent Shareholders; and (v) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Share Offer, together with the Form of Acceptance, have been despatched to the Independent Shareholders on 31 August 2018 in accordance with the Takeovers Code.

The Share Offer commenced for acceptance on 31 August 2018 and the latest time and date for acceptance is at 4:00 p.m. on 21 September 2018 unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code.

**EXPECTED TIMETABLE**

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.

**Event** **2018**

Despatch date of the Composite Document and  
the accompanying Form of Acceptance and  
commencement date of the Share Offer (*Note 1*) . . . . .Friday, 31 August

**Event**

**2018**

Latest time and date for acceptance of the Share Offer  
on the first Closing Date (*Notes 2, 6 and 7*) . . . . . by 4:00 p.m. on  
Friday, 21 September

First Closing Date (*Note 2, 6 and 7*) . . . . . Friday, 21 September

Announcement of the results of the Share Offer (or its  
extension or revision, if any) as at the first Closing Date, to be  
posted on the respective website of the Stock Exchange and  
the Company (*Notes 2, 6 and 7*). . . . . by 7:00 p.m. on  
Friday, 21 September

Latest date for posting of remittances for the amount due  
in respect of valid acceptances received under the  
Share Offer on or before 4:00 p.m. on the first Closing Date  
assuming the Share Offer becomes or is declared  
unconditional on the first Closing Date (*Notes 3 and 6*). . . . . Thursday, 4 October

Latest time and date for the Share Offer remaining open for  
acceptances assuming the Share Offer becomes or is declared  
unconditional on the first Closing Date (*Notes 4 and 6*). . . . . by 4:00 p.m. on  
Friday, 5 October

Final Closing Date (assuming the Share Offer becomes or  
is declared unconditional on the first Closing Date)  
(*Notes 4 and 6*) . . . . . Friday, 5 October

Announcement of the results of the Share Offer as at  
the final Closing Date, to be posted on the respective  
website of the Stock Exchange and the Company . . . . . by 7:00 p.m. on  
Friday, 5 October

Latest date for posting of remittances for the amount due  
in respect of valid acceptances received under the Share Offer  
on or before 4:00 p.m. on the final Closing Date, being  
the latest date on which the Share Offer remains open for  
acceptances assuming the Share Offer becomes or is declared  
unconditional on the first Closing Date  
(*Notes 3 and 6*) . . . . . Tuesday, 16 October

Latest time and date by which the Share Offer can become  
or be declared unconditional as to acceptances (*Note 5*). . . . . by 7:00 p.m. on  
Tuesday, 30 October

*Notes:*

1. The Share Offer is made on Friday, 31 August 2018, the date of the Composite Document, and are capable of acceptance on and from that date until the Closing Date.
2. In accordance with the Takeovers Code, the Share Offer must initially be open for acceptance for at least twenty one (21) days following the date on which the Composite Document was posted. The latest time for acceptance of the Share Offer is 4:00 p.m. on the first Closing Date unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Share Offer until such date as he may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Company and the Offeror through the respective website of the Stock Exchange and the Company by 7:00 p.m. on the Closing Date stating the results of the Share Offer and whether the Share Offer has been revised or extended or has expired or has become or is declared unconditional. In the event that the Offeror decides to extend the Share Offer, the announcement will state the next closing date of the Share Offer or that the Share Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing will be given before the Share Offer is closed to those Independent Shareholders who have not accepted the Share Offer.

Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. Subject to the Share Offer becoming unconditional, remittances in respect of the cash consideration for the Offer Shares (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Share Offer) tendered under the Share Offer will be despatched to the accepting Shareholder(s) (to the address specified on the relevant Form of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of the duly completed and signed Form of Acceptance and all the relevant documents to render the acceptance under the Share Offer complete and valid, and the date on which the Share Offer becomes or is declared unconditional in all respects.
4. In accordance with the Takeovers Code, where the Share Offer becomes or is declared unconditional in all respects, the Share Offer should remain open for acceptance for not less than fourteen (14) days thereafter. In such case, at least fourteen (14) days' notice in writing must be given before the Share Offer is closed. The Offeror has the right, subject to the Takeovers Code, to extend the Share Offer until such date as they may jointly determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue an announcement in relation to any extension of the Share Offer, which will state the next closing date or, if the Share Offer has become or is at that time unconditional, that the Share Offer will remain open until further notice.
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Share Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day of the Composite Document is posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Share Offer has previously become unconditional as to acceptances, the Share Offer will lapse on Tuesday, 30 October 2018 unless extended by the Offeror with the consent of the Executive and in accordance with the Takeovers Code. Therefore, the last day by which the Share Offer can become or be declared unconditional in all respects is Tuesday, 30 October 2018.

6. The latest time and date for acceptance of the Share Offer and/or the latest date for posting of remittances for the amounts due under the Share Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or a “black rainstorm warning”, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Share Offer and/or the latest date for posting of remittances for the amounts due under the Share Offer in respect of valid acceptances. Instead the latest time for acceptance of the Share Offer and/or the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.
7. Acceptances of the Share Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the paragraph headed “6. Right of withdrawal” in Appendix I to the Composite Document.

Save as mentioned above, if the latest time for the acceptance of the Share Offer and/or the posting of remittances do not take effect on the date and time as stated above, other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

**All references to date and time contained in the Composite Document and the accompanying Form of Acceptance refer to Hong Kong date and time.**

## **IMPORTANT**

**The Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance carefully, including the recommendation in respect of the Share Offer from the Independent Board Committee and the advice from the Independent Financial Adviser, and other information of the Group, before deciding whether or not to accept the Share Offer.**

**The Share Offer is conditional upon the number of Shares in respect of valid acceptances of the Share Offer being received by 4 p.m. on the date on which the Share Offer closes (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) which, together with the Shares acquired or to be acquired by the Offeror and the parties acting in concert with him 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. Accordingly, the Share Offer may or may not become unconditional. Independent Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.**

**The respective 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, if any, in the securities of the Company in accordance with Rule 22 of the Takeovers Code.**

**Mr. Wong Jing Shong**

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

Hong Kong, 31 August 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](http://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](http://www.geth.com.hk).*