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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

**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)**

**(I) THE SHARE OFFER HAS BECOME UNCONDITIONAL
IN ALL RESPECTS; AND
(II) THE SHARE OFFER REMAINS OPEN FOR ACCEPTANCE**

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

THE SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. on 7 September 2018, the Offeror has received valid acceptances in respect of an aggregate of 140,266,442 Offer Shares under the Share Offer (i.e. the Acceptance Shares), representing approximately 31.56% of the entire issued share capital of the Company as at the date of this joint announcement. Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with him held an aggregate of 134,280,000 Shares, representing approximately 30.21% of the entire issued share capital of the Company. Taking into account the Acceptance Shares and the Shares already owned by the Offeror and parties acting in concert with him, as at the date of this joint announcement, the Offeror and parties acting in concert with him held an aggregate of 274,546,442 Shares, representing approximately 61.77% of the entire issued share capital of the Company. Accordingly, the condition of the Share Offer set out in the Composite Document has been satisfied, and the Share Offer has become unconditional in all respects as at 4:00 p.m. on the date of this joint announcement (i.e. 7 September 2018).

THE SHARE OFFER REMAINS OPEN FOR ACCEPTANCE

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Share Offer must remain open for acceptances for at least 14 days after the Share Offer becomes or is declared unconditional (whether as to acceptances or in all respects), but in any case at least 21 days following the date of which the Composite Document is posted. The Composite Document was despatched on 31 August 2018. Accordingly, the Share Offer will remain open for acceptance until 4:00 p.m. on 21 September 2018 (or such later time and/or date as the Offeror may, with the consent of the Executive and in accordance with the Takeovers Code, decide). Save as disclosed in this joint announcement, all other terms of the Share Offer as set out in the Composite Document and the Form of Acceptance remain unchanged.

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; (v) the joint announcement issued by the Company and the Offeror dated 31 August 2018 in relation to the despatch of the Composite Document; and (vi) 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.

THE SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As disclosed in the Composite Document, 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 Share Offer closes (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.

As at 4:00 p.m. on 7 September 2018, the Offeror has received valid acceptances in respect of an aggregate of 140,266,442 Offer Shares under the Share Offer (the “**Acceptance Shares**”), representing approximately 31.56% of the entire issued share capital of the Company as at the date of this joint announcement. Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with him held an aggregate of 134,280,000 Shares, representing approximately 30.21% of the entire issued share capital of the Company. Taking into account the Acceptance Shares and the Shares already owned by the Offeror and parties acting in concert with him, as at the date of this joint announcement, the Offeror and parties acting in concert with him held an aggregate of 274,546,442 Shares, representing approximately 61.77% of the entire issued share capital of the Company. Accordingly, the condition of the Share Offer set out in the Composite Document has been satisfied, and the Share Offer has become unconditional in all respects as at 4:00 p.m. on the date of this joint announcement (i.e. 7 September 2018).

Save for the 134,280,000 Shares (representing approximately 30.21% of the entire issued share capital of the Company as at the date of this joint announcement) already held by the Offeror and parties acting in concert with him before the commencement of the Offer Period and the Acceptance Shares, neither the Offeror nor any of parties acting in concert with him has (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; (ii) acquired or agreed to acquire any Shares or rights over Shares since the commencement of the Offer Period and up to the date of this joint announcement; or (iii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company since the commencement of the Offer Period and up to the date of this joint announcement.

THE SHARE OFFER REMAINS OPEN FOR ACCEPTANCE

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Share Offer must remain open for acceptances for at least 14 days after the Share Offer becomes or is declared unconditional (whether as to acceptances or in all respects), but in any case at least 21 days following the date of which the Composite Document is posted. The Composite Document was despatched on 31 August 2018. Accordingly, the Share Offer will remain open for acceptance until 4:00 p.m. on 21 September 2018 (or such later time and/or date as the Offeror may, with the consent of the Executive and in accordance with the Takeovers Code, decide). Save as disclosed in this joint announcement, all other terms of the Share Offer as set out in the Composite Document and the Form of Acceptance remain unchanged.

Further announcement on the results of the Share Offer will be made in accordance with Rule 19.1 of the Takeovers Code.

SETTLEMENT OF THE SHARE OFFER

Remittances in respect of the cash consideration for the Offer Shares (after deducting the seller's ad valorem stamp duty in respect of acceptance of the Share Offer) tendered under the Share Offer will be despatched to the accepting Independent 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 later of (i) the date on which the duly completed Form of Acceptance(s) and the relevant documents of title in respect of such acceptances are received by the Registrar to render each such acceptance complete and valid or (ii) the date on which the Share Offer becomes, or is declared, unconditional in all respects (i.e. the date of this joint announcement, 7 September 2018).

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.

All references to times and dates contained in this joint announcement refer to Hong Kong times and dates.

Mr. Wong Jing Shong

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

Hong Kong, 7 September 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.