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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**

- (I) CLOSE OF MANDATORY UNCONDITIONAL 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);  
(II) RESULTS OF THE SHARE OFFER;  
(III) SETTLEMENT OF THE SHARE OFFER; AND  
(IV) PUBLIC FLOAT OF THE COMPANY**

**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

## **CLOSE OF THE SHARE OFFER**

As disclosed in the Unconditional Announcement, the condition of the Share Offer set out in the Composite Document had been satisfied and the Share Offer was declared unconditional in all respects on 7 September 2018.

The Offeror and the Company jointly announce that the Share Offer was closed at 4:00 p.m. on Friday, 21 September 2018 and was not revised or extended by the Offeror.

## **RESULTS OF THE SHARE OFFER**

As at 4:00 p.m. (being the latest time for acceptance of the Share Offer) on 21 September 2018, the Offeror received 17 valid acceptances in respect of a total of 242,341,714 Offer Shares under the Share Offer, representing approximately 54.53% of the entire issued share capital of the Company as at the date of this joint announcement.

## **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 of the date on which the duly completed Form of Acceptance and the relevant documents of title in respect of such acceptances are received by the Registrar to render each such acceptance complete and valid.

## **PUBLIC FLOAT AND WAIVER OF RESTORATION OF PUBLIC FLOAT**

Immediately after the close of the Share Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares tendered under the Share Offer, an aggregate of 67,826,523 Shares, representing approximately 15.26% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company cannot fulfil the minimum public float requirement of 25% as set out under Rule 11.23(7) of the GEM Listing Rules.

The Company has therefore made an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules commencing from 21 September 2018 (being the Closing Date) to 20 October 2018 and the Offeror will take appropriate steps following the close of the Share Offer to restore the minimum public float of the Company as early as practicable.

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; (vi) the composite offer and response document jointly issued by the Offeror and the Company on 31 August 2018 (the “**Composite Document**”); and (vii) the joint announcement issued by the Company and the Offeror dated 7 September 2018 (the “**Unconditional Announcement**”) in relation to, among others, the Share Offer having become unconditional in all respects. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document, unless the context requires otherwise.

All references to time and date contained in this announcement refer to Hong Kong time and date.

## **CLOSE OF THE SHARE OFFER**

As disclosed in the Unconditional Announcement, the condition of the Share Offer set out in the Composite Document had been satisfied, and the Share Offer was declared unconditional in all respects on 7 September 2018.

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Share Offer should remain open for acceptance for not less than fourteen (14) days after the Share Offer becomes or is declared unconditional in all respects. The Offeror and the Company jointly announce that the Share Offer was closed at 4:00 p.m. on Friday, 21 September 2018 and was not revised or extended by the Offeror.

## **RESULTS OF THE SHARE OFFER**

As at 4:00 p.m. (being the latest time for acceptance of the Share Offer) on 21 September 2018, the Offeror received 17 valid acceptances in respect of a total of 242,341,714 Offer Shares under the Share Offer, representing approximately 54.53% 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 valid acceptances in respect of 242,341,714 Offer Shares under the Share Offer (subject to the due registration by the Registrar of the transfer of the Offer Shares tendered under the Share Offer) 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 were interested in an aggregate of 376,621,714 Shares, representing approximately 84.74% of the entire issued share capital of the Company.

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 valid acceptances in respect of 242,341,714 Offer Shares under the Share Offer, 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.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before 13 June 2018 (being the commencement date of the Offer Period); and (ii) immediately after the close of the Share Offer and as at the date of this joint announcement (subject to the due registration by the Registrar of the transfer of the Offer Shares tendered under the Share Offer):

	Immediately before 13 June 2018 (being the commencement date of the Offer Period)		Immediately after the close of the Share Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with him	134,280,000	30.21	376,621,714	84.74
Access Magic Limited (Note 1)	17,934,664	4.03	0	0
Ace Source International Limited (Note 2)	30,131,060	6.78	0	0
Well Peace Global Limited (Note 3)	1,683,658	0.38	0	0
Wealthy Hope Limited (Note 4)	1,983,658	0.45	0	0
Public Shareholders	258,435,197	58.15	67,826,523	15.26
<b>Total</b>	<b>444,448,237</b>	<b>100</b>	<b>444,448,237</b>	<b>100</b>

*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.

## **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 of the date on which the duly completed Form of Acceptance and the relevant documents of title in respect of such acceptances are received by the Registrar to render each such acceptance complete and valid.

## **PUBLIC FLOAT AND WAIVER OF RESTORATION OF PUBLIC FLOAT**

Immediately after the close of the Share Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares tendered under the Share Offer, an aggregate of 67,826,523 Shares, representing approximately 15.26% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company cannot fulfil the minimum public float requirement of 25% as set out under Rule 11.23(7) of the GEM Listing Rules.

The Company has therefore made an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules commencing from 21 September 2018 (being the Closing Date) to 20 October 2018 and the Offeror will take appropriate steps following the close of the Share Offer, including engaging a placing agent to place a sufficient number of Shares to independent third parties not connected with the Company or any of its core connected persons and not parties acting in concert with the Offeror, to restore the minimum public float of the Company as early as practicable.

Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

**Mr. Wong Jing Shong**

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

Hong Kong, 21 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](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).*