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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)**

### **DISCLOSEABLE TRANSACTION: DISPOSAL OF 100% INTEREST IN THE TARGET**

#### **THE DISPOSAL**

The Board is pleased to announce that after trading hours on 6 October 2015, the Company and the Purchaser entered into the SP Agreement pursuant to which the Company has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Shares, representing 100% of the issued share capital of the Target at Completion, free from all encumbrances together with all rights attaching thereto at any time on or after the Completion Date, at the Consideration of HK\$62,000,000.

The Target is a company incorporated in the British Virgin Islands with limited liability and principally engaged in investment holding.

#### **IMPLICATIONS UNDER THE GEM LISTING RULES**

As one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Disposal is more than 5% but all relevant percentage ratios in respect of the Disposal are less than 25%, the Disposal constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19.34 of the GEM Listing Rules.

\* *For identification purposes only*

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## **THE SP AGREEMENT**

Major terms of the SP Agreement are set out below.

### **Date**

6 October 2015

### **Parties**

- (a) Vendor: the Company
- (b) Purchaser: AMCO United Holding Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 630). The Purchaser and its subsidiaries are principally engaged in (i) the manufacture and sale of medical devices products; (ii) the manufacture and sale of plastic moulding products; (iii) the provision of public relations services; and (iv) the provision of human resources management services

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchaser and the ultimate beneficial owners of the Purchaser are Independent Third Parties.

### **Assets to be disposed of**

The Sale Shares, representing 100% of the issued share capital of the Target as at Completion.

### **Consideration**

The Consideration is HK\$62,000,000, which shall be payable by the Purchaser to the Company in cash in the following manner:

- (a) as to HK\$3,100,000 ("**Deposit**") within 7 calendar days from the date of signing of the SP Agreement as refundable deposit; and
- (b) as to the remaining HK\$58,900,000 ("**Remaining Balance**") upon Completion.

## Conditions precedent

The obligations of the Company and the Purchaser to effect Completion shall be conditional upon:

- (1) settling of the entire amount of the Target Shareholder's Loan by the Target to the Company by way of issuing and allotment of an additional 100 shares of the Target to the Company as fully paid-up shares of the Target and such additional shares of the Target shall rank pari passu with the existing issued shares of the Target ("**Capitalisation Arrangement**");
- (2) the Purchaser being reasonably satisfied with the results of the due diligence exercise (whether on legal, accounting, financial, operational, properties or other aspects that the Purchaser may consider necessary including but not limited to the Target's title to the Property) on the Target and its assets, properties, liabilities, activities, operations, prospects and other status which the Purchaser, its agents or professional advisers think reasonably necessary and appropriate to conduct;
- (3) the Company having complied with the requirements under the GEM Listing Rules in respect of the transactions contemplated under the SP Agreement;
- (4) the Purchaser having complied with the requirements under the Listing Rules in respect of the transactions contemplated under the SP Agreement;
- (5) the purchase of the Sale Shares and other transactions as contemplated under the SP Agreement having been approved by the shareholders of the Purchaser (who are not required to abstain from voting in such respect under the Listing Rules or otherwise) at the SGM;
- (6) the completion of the Placing and that the Placing having raised net proceeds of not less than HK\$62 million;
- (7) the Purchaser being satisfied, from the date of the SP Agreement and at any time before the Completion, that the Warranties remain true, accurate and not misleading and that no events have occurred that would result in any breach of any of the Warranties or other provisions of the SP Agreement by the Company;
- (8) there being no Material Adverse Change up to Completion;
- (9) (if applicable) all such waivers, consents or other documents as the Purchaser may require in relation to the completion of the transactions contemplated under the SP Agreement having been obtained; and
- (10) (if applicable) all such waivers, consents or other documents as the Company may require in relation to the completion of the transactions contemplated under the SP Agreement having been obtained.

The Purchaser may waive the Conditions Precedent (2), (7) and (8) at any time before the Long Stop Date by notice in writing to the Company. Save as aforesaid, none of the Conditions Precedent is capable of being waived.

If any of the Conditions Precedent has not been fulfilled or waived on or before 5:00 p.m. Hong Kong time on the Long Stop Date, all rights and obligations of the parties thereunder shall cease and terminate, save and except for (i) those relating to confidentiality, costs and expenses and miscellaneous matters which provisions shall remain in full force and effect, and no party shall have any claim against the other save for claim (if any) in respect of such continuing provisions or any antecedent breach thereof; and (ii) the Company shall within five Business Days after the earlier of (a) the Long Stop Date; or (b) the earliest date on which any Condition Precedent is incapable of being fulfilled, return an amount equal to the Deposit, without interest, to the Purchaser (or it may direct).

## **Completion**

Completion of the SP Agreement shall take place on the Completion Date.

Immediately after Completion, the Target will cease to be a wholly-owned subsidiary of the Company and the Company will cease to have any interest in the Target.

## **INFORMATION ABOUT THE TARGET**

The Target is a company incorporated in the British Virgin Islands with limited liability and principally engaged in investment holding.

The principal asset of the Target is the Property, which is currently leased to and occupied as an office by an Independent Third Party for a period from 1 March 2014 to the end of February 2016 at a monthly rental of HK\$85,176, exclusive of government rent, rates, management fees, air-conditioning charges and all other outgoings.

Set out below is a summary of certain unaudited financial information of the Target for the period from 12 March 2015, being the date of incorporation of the Target, to 30 September 2015:

	<i>Approximately HK\$</i>
Turnover	—
Net loss before taxation	5,098,000
Net loss after taxation	5,098,000

The unaudited total asset value and the unaudited net liabilities of the Target as at 30 September 2015 were approximately HK\$54,008,000 and approximately HK\$5,097,000 respectively. As the Target was incorporated on 12 March 2015, other than the above, no information regarding its profit or loss for the two immediately preceding financial years is available for presentation in this announcement.

As at 30 September 2015, the Target was indebted to the Company the Target Shareholder's Loan of approximately HK\$58,935,000. As a Condition Precedent, the Company and the Target will effect the Capitalisation Arrangement to the effect that the Target Shareholder's Loan will be settled in full by way of capitalisation before Completion.

## **INFORMATION ABOUT THE GROUP**

The Group is principally engaged in (i) the research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and mandatory provident fund schemes brokerage business and (vi) provision of corporate management solutions and I.T. contract services.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Group expects to recognise an unaudited accounting gain of approximately HK\$8,000,000 from the Disposal, being the difference between the Consideration and the aggregate of the estimated unaudited net asset value of the Target and the estimated expenses in connection with the Disposal recorded in the Group's accounts as at the Completion Date.

The Directors expect that the net proceeds from the Disposal, after deducting the expenses directly attributable thereto, will be approximately HK\$61,800,000, which will be used for financing other future potential investment opportunities and/or working capital of the Group.

Reference is made to the announcements of the Company dated 10 August 2015 and 30 September 2015. The Target purchased the Property at a purchase price of HK\$53,900,000, the completion of which took place on 30 September 2015.

In view of the uncertainty of the economy and the property market going down, it is uncertain whether the Property will enjoy any future capital appreciation. The Directors consider that the Disposal represents an opportunity for the Group to realise its investment in the Target, which holds the Property, and thereby utilise such financial resources for financing other future potential investment opportunities and/or working capital of the Group.

The Directors (including the independent non-executive Directors) are of the view that the terms of the SP Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Disposal is more than 5% but all relevant percentage ratios in respect of the Disposal are less than 25%, the Disposal constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19.34 of the GEM Listing Rules.

## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Business Day(s)”	any day(s) (except any Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on GEM
“Completion”	completion of the Disposal
“Completion Date”	a day within five Business Days after the last outstanding Conditions Precedent (other than the Conditions Precedent which are only capable of being fulfilled upon Completion) shall have been fulfilled or waived (or such other date as the Company and the Purchaser may agree in writing) on which Completion is to take place
“Conditions Precedent”	the conditions precedent to which the Completion is subject as set out in the paragraph headed “Conditions Precedent” under the section headed “The SP Agreement” in this announcement
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the sum of HK\$62,000,000, being the aggregate consideration for the sale and purchase of the Sale Shares payable by the Purchaser to the Company for the Disposal
“Directors”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Third Party(ies)”	third party(ies) independent of the Company and connected person(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	1 February 2016 (or such later date as the Company and the Purchaser may agree in writing)
“Material Adverse Change”	any change (or effect) which has a material and adverse effect on the financial position, business or prospects or results of operations, of the Target as a whole
“Placing”	the proposed offer by way of private placing of a maximum of 874,100,000 new shares of the Purchaser to placee(s), on a best endeavour basis, pursuant to the conditional placing agreement dated 14 July 2015 entered into between the Purchaser and Gransing Securities Co., Limited (as supplemented by the supplemental agreement dated 31 August 2015), details of which are set out in the announcements of the Purchaser dated 14 July 2015 and 31 August 2015
“Property”	the property located at Office 503 (also known as Unit 503) on 5th Floor, Wing On House, No. 71 Des Voeux Road Central, Hong Kong
“Purchaser”	AMCO United Holding Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 630)
“Sale Shares”	200 issued shares in the share capital of the Target, which shall represent the entire issued share capital of the Target as at Completion
“SGM”	a special general meeting of the Purchaser to be convened for the purpose of considering and, if thought fit, approving the purchase of the Sale Shares by the Purchaser and other transactions as contemplated under the SP Agreement
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company
“SP Agreement”	the agreement dated 6 October 2015 entered into between the Purchaser and the Company in relation to the Disposal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

- “Target” Bonus First Group Limited 利元集團有限公司, a company incorporated in the British Virgin Islands with limited liability, is a wholly-owned subsidiary of the Company as at the date of the SP Agreement
- “Target Shareholder’s Loan” such amount as equals the face value of the entire sum owing by the Target to the Company immediately before the Completion, and as at the date of the SP Agreement, such sum amounts to HK\$58,934,856.44
- “Warranties” the representations, warranties and undertakings given by the Company to the Purchaser in the SP Agreement

On behalf of the Board of  
**GET Holdings Limited**  
**Kuang Hao Kun Giovanni**  
*Chairman*

Hong Kong, 6 October 2015

*As at the date of this announcement, the Board consists of two executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi, and three independent non-executive Directors, namely 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.*

*This 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).*