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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)**

**(1) DISCLOSEABLE TRANSACTION:  
ACQUISITION OF 51% EQUITY INTEREST IN THE TARGET  
WITH ISSUE OF CONSIDERATION SHARES  
AND  
(2) PROPOSED ISSUE OF NEW SHARES  
UNDER GENERAL MANDATE**

### **ACQUISITION**

The Board is pleased to announce that after trading hours on 13 June 2016, the Purchaser (a wholly-owned subsidiary of the Company) and the Vendor entered into the SP Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 51% equity interest of the Target, at the Consideration of HK\$20,400,000, subject to downward adjustments as described below, which shall be settled by way of allotment and issue of 40,800,000 Consideration Shares, credited as fully paid, at an issue price of HK\$0.50 per Consideration Share to the Vendor (or its nominee), at Completion.

The Consideration Shares will be allotted and issued under the General Mandate, which has not been used since its grant save as contemplated under the Subscription Agreement as described below.

\* for identification purposes only

The Consideration Shares represent (i) approximately 16.52% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 13.77% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares and the Subscription Shares on Completion and Subscription Completion (assuming that there is no other change in the issued share capital of the Company from the date of this announcement and up to the Completion and the Subscription Completion).

The Target Group is principally engaged in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and PRC.

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

As the highest percentage ratio (as defined under the GEM Listing Rules) in respect of the Acquisition is more than 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

### **THE SUBSCRIPTION**

After the trading hours on 13 June 2016, the Company and the Vendor entered into the Subscription Agreement pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 8,583,000 Subscription Shares at the Subscription Price of HK\$0.50 per Subscription Share.

The Subscription Shares will be allotted and issued under the General Mandate, which has not been used since its grant save as contemplated under the SP Agreement.

The Subscription Shares represent (i) approximately 3.48% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 2.90% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and the Consideration Shares on Subscription Completion and Completion (assuming that there is no other change in the issued share capital of the Company from the date of this announcement and up to the Subscription Completion and the Completion).

The aggregate gross proceeds of the subscription of the Subscription Shares will be HK\$4,291,500 and its aggregate net proceeds, after deduction of related expenses, are estimated to be approximately HK\$4 million, representing a net issue price of approximately HK\$0.47 per Subscription Share.

### **GENERAL**

Each of the Acquisition and the Subscription is subject to various conditions precedent as more particularly described below. In particular, the Acquisition and the Subscription are inter-conditional upon each other. **Shareholders and potential investors should note that the Acquisition and the Subscription may or may not proceed and should exercise caution in dealing in the securities of the Company.**

## **ACQUISITION**

The Board is pleased to announce that after trading hours on 13 June 2016, the Purchaser (a wholly-owned subsidiary of the Company) and the Vendor entered into the SP Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 51% equity interest of the Target, at the Consideration of HK\$20,400,000 subject to downward adjustments as described below, which shall be settled by way of allotment and issue of 40,800,000 Consideration Shares, credited as fully paid, at an issue price of HK\$0.50 per Consideration Share to the Vendor (or its nominee) at Completion.

Major terms of the SP Agreement are set out below:

### **The SP Agreement**

#### **Date**

13 June 2016

#### **Parties**

- (1) the Purchaser, Lucky Famous Limited, a wholly-owned subsidiary of the Company;
- (2) the Vendor, Fragrant River Entertainment Culture (Holdings) Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Guarantor; and
- (3) the Guarantor, Universe International Holdings Limited, a company incorporated in Bermuda, the issued shares of which are listed on the Stock Exchange (stock code: 1046).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Vendor is principally engaged in investment holding; and (ii) each of the Vendor and the Guarantor and their respective ultimate beneficial owners are Independent Third Parties.

#### **Assets to be acquired**

The Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the Sale Shares, representing 51% of the equity interest of the Target, free from all encumbrances, and together with all rights and benefits attaching thereto.

#### **Consideration and payment terms**

The Consideration shall be HK\$20,400,000, subject to the downward adjustment as described in the sub-section "Adjustment to the Consideration" below, which shall be settled by way of allotment and issue of 40,800,000 Consideration Shares, credited as fully paid, at an issue price of HK\$0.50 per Consideration Share to the Vendor (or its nominee), at Completion.

The Consideration Shares represent (i) approximately 16.52% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 13.77% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares and the Subscription Shares on Completion and Subscription Completion (assuming that there is no other change in the issued share capital of the Company from the date of this announcement and up to the Completion and the Subscription Completion).

For further information on the Consideration Shares, please refer to the paragraph headed “Issue of Shares under General Mandate”.

### **Adjustment to the Consideration**

In the event that the audited consolidated profit after tax of the Target Group attributable to owners of the Target for the period from 1 January 2016 to 31 December 2017 (“**FY 2016 & 2017**”) (which will only include income or gain generated by activities in the ordinary and usual course of business of the Target Group) (the “**FY 2016 & 2017 Net Profit**”) is less than HK\$16,000,000, the Vendor shall and the Guarantor shall procure the Vendor to, pay to the Purchaser (or to its order) the Adjustment Amount (as defined below) in cash within fourteen (14) Business Days after the audited consolidated financial statements of the Target Group for the period of FY 2016 & 2017 (“**FY 2016 & 2017 Audited Accounts**”) are available.

The adjustment amount (the “**Adjustment Amount**”) will be determined in accordance with the formula set out below:

$$A = \text{HK\$}20,400,000.00 - (\text{NP}/2) \times 5 \times 51\%$$

Where:

“A” means the amount of Adjustment Amount in HK\$; and

“NP” means the FY 2016 & 2017 Net Profit. Where the FY 2016 & 2017 Net Profit is a negative figure, “NP” shall be deemed to be zero.

The FY 2016 & 2017 Audited Accounts will be prepared in accordance with the Hong Kong Financial Reporting Standards and audited, at the cost of the Target Group, by an accounting firm as approved by the Purchaser, adjusted for any non-recurring items. Further announcement will be made by the Company in relation to the FY 2016 & 2017 Net Profit and the Adjustment Amount when the Adjustment Amount is ascertained.

The Consideration was determined after arm’s length negotiations between the Purchaser and the Vendor principally taking into account, among other factors, (i) the mechanism to determine the Adjustment Amount as detailed above; and (ii) the price to earnings ratios of other listed companies in Hong Kong which are principally engaged in the business similar to that of the Target Group ranging from approximately 6.72 times to approximately 80.11 times as described below.

The Board has identified a list of four companies listed on the Stock Exchange which are principally engaged in the business similar to that of the Target Group, i.e. the provision of education and training programmes in Hong Kong (the “**Comparables**”) and reviewed their price to earnings ratios (the “**PE Ratios**”). Based on the respective closing price per share of the Comparables on 10 June 2016 and their respective profits as disclosed in the respective then latest available annual reports, the PE Ratios of the Comparables were within the range of approximately 6.72 times to approximately 80.11 times (one of the Comparables recorded a loss for its latest financial year). Given that the Target is not a listed company on the Stock Exchange, the Board considers that a lower PE Ratio of the Target Group will be more reasonable and more favourable to the Company. Therefore, a benchmark PE Ratio of 5 times, i.e. a ratio lower than the lowest PE Ratio of the Comparables, is adopted for the determination of the Consideration. Having also taken into account (i) a target profit of the Target Group for FY 2016 & 2017 of HK\$16,000,000; and (ii) the Sale Shares which represent 51.0% of the issued share capital of the Target as at the date of this announcement and as at Completion, the initial Consideration of HK\$20,400,000 is fixed ( $\text{HK\$}16,000,000 \div 2 \times 5 \times 51.0\%$ ).

### **Conditions precedent**

The SP Agreement and the obligations of the Purchaser to effect Completion are conditional upon:

- (1) (where applicable) the compliance with the applicable requirements under the Listing Rules for the sale of the Sale Shares as contemplated under the SP Agreement having been fulfilled by the Guarantor;
- (2) (where applicable) the compliance with the applicable requirements under the GEM Listing Rules for the purchase of the Sale Shares as contemplated under the SP Agreement having been fulfilled by the Company;
- (3) the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares;
- (4) (if applicable) all necessary consents and approvals in relation to the transactions contemplated under the SP Agreement (including, where applicable, waiver of preemptive rights over the Sale Shares by the other shareholders of the Target) having been obtained by the Vendor and such consents and approvals should be valid up to the Completion Date;
- (5) (if applicable) all necessary consents and approvals in relation to the transactions contemplated under the SP Agreement having been obtained by the Purchaser and such consents and approvals should be valid up to the Completion Date;
- (6) the Purchaser being reasonably satisfied with the results of the due diligence exercise (whether legal, accounting, financial, operational or other aspects that the Purchaser may consider necessary) on the business assets, liability, activities, operations, prospects and other status of each of the companies within the Target Group which the Purchaser, its agents or professional advisers think reasonably necessary and appropriate to conduct;

- (7) the Vendor having delivered to the Purchaser a PRC legal opinion in respect of the business licence of 深圳領袖家企業管理諮詢有限公司, a wholly-owned subsidiary of Act Point Limited 實踐•家有限公司, an indirectly wholly-owned subsidiary of the Target to the reasonable satisfaction of the Purchaser;
- (8) the Purchaser being satisfied, from the date of the SP Agreement and at any time before the Completion, that the warranties given by the Vendor and the Guarantor under the SP Agreement remain true, accurate and not misleading and that no events have occurred that would result in any breach of any of such warranties or other provisions of the SP Agreement given by the Vendor or the Guarantor;
- (9) there being no material adverse change in the Target Group's business, operations, financial conditions or prospects taken as a whole since the date of the SP Agreement; and
- (10) the Subscription Agreement having become unconditional (other than the condition relating to the SP Agreement having become unconditional).

The Purchaser may waive the Conditions (6), (7), (8) and (9) at any time before the Long Stop Date by notice in writing to the Vendor. None of the other Conditions are capable of being waived by any party to the SP Agreement.

If the Conditions shall not have been fulfilled (or waived by the Purchaser as stated above) by 4:00 p.m. on the Long Stop Date, all rights and obligations of the parties to the SP Agreement shall cease and terminate, save and except certain provisions relating to which provisions shall remain in full force and effect) and no party to the SP Agreement shall have any claim against the other save for claim (if any) in respect of such continuing provisions or any antecedent breach of the SP Agreement.

## **Completion**

Subject to the fulfilment or waiver (as the case may be) of all the Conditions, Completion shall take place on the Completion Date (i.e. the fifth Business Day after all the Conditions have been fulfilled or waived (or such other date as the Purchaser and the Vendor may agree in writing)).

Upon Completion, the Company will own 51% interest in the Target, and the Target together with its subsidiaries will become indirect non-wholly-owned subsidiaries of the Company and its results, assets and liabilities will be consolidated with the financial statements of the Group.

## **INFORMATION ABOUT THE TARGET**

As at the date of this announcement, the Target is owned as to 51% by the Vendor, 23.4% by Very Easy Limited, 15.6% by City Link Consultancy Limited and 10% by Raypath Holdings Limited 耀途控股有限公司, a company incorporated in the BVI with limited liability which in turn is 40% owned by Mr. Poon Chun Yin, a director of a wholly-owned and a non-wholly-owned subsidiary of the Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of City Link Consultancy Limited, Very Easy Limited and their respective ultimate owners is an

Independent Third Party. The Target is principally engaged in investment holding. As at the date of this announcement, the Target has a number of subsidiaries, which are principally engaged in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and PRC.

### **Financial information**

Set out below is the summary of the key financial extracted from the unaudited combined financial statements of the Target Group for the year ended 31 March 2015 and 31 March 2016 respectively:

	<b>For the year ended 31 March 2016</b>	<b>For the year ended 31 March 2015</b>
	<i>Approximately HK\$'000</i>	<i>Approximately HK\$'000</i>
Turnover	19,924	20,794
Net Profit (before taxation)	2,657	3,233
Net Profit (after taxation)	2,438	2,845

The unaudited combined total asset value and unaudited combined net liabilities value of the Target as at 31 March 2016 were approximately HK\$7.4 million and approximately HK\$1.1 million respectively.

### **INFORMATION ABOUT THE GROUP**

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) provision of website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and Mandatory Provident Fund (“MPF”) schemes brokerage services and (vi) provision of corporate management solutions and information technology contract services.

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

The Board has taken into account the following factors in assessing the Acquisition:

- (1) the Target Group has a well-established business in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and PRC, and the Acquisition will enable the Group to provide regular and recurring in-house training for its sales representatives in the insurance and MPF scheme brokerage business to enhance their customer service techniques so that it will benefit the turnover of the Group in the long term;
- (2) in the event the target FY 2016 & 2017 Net Profit of HK\$16,000,000 cannot be achieved, the Consideration for the Acquisition is subject to downward adjustment depending on the actual performance of the Target Group for FY 2016 & 2017 to the

extent that the Consideration shall be nil if the Target Group records a net loss for FY 2016 & 2017. As such, the risk and return of the Acquisition is further protected in this regard; and

- (3) a benchmark PE Ratio of 5 times, which is lower than the lowest PE Ratio of the Comparables, is adopted for the determination of the Consideration.

Based on the above, the Board considers that the terms of the Acquisition as well as the Consideration are fair and reasonable so far as the Company and the Shareholders are concerned, and the Acquisition is in the interests of the Company and the Shareholders as a whole.

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 the highest percentage ratio (as defined under the GEM Listing Rules) in respect of the Acquisition is more than 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

## **THE SUBSCRIPTION**

### **The Subscription Agreement**

#### **Date**

13 June 2016

#### **Issuer**

The Company

#### **Subscriber**

The Subscriber, Weluck Development Limited 永能發展有限公司, a company incorporated in the British Virgin Islands with limited liability, is a wholly-owned subsidiary of the Vendor, which in turn is a wholly-owned subsidiary of Universe.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its respective ultimate beneficial owners are Independent Third Parties.

### **Subscription Shares**

Pursuant to the Subscription Agreement, the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 8,583,000 Subscription Shares at the Subscription Price of HK\$0.50 per Subscription Share.

The Subscription Shares to be allotted and issued under the Subscription Agreement represent (i) approximately 3.48% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 2.90% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and the Consideration Shares on the Subscription Completion and Completion (assuming that there is no other change in the issued share capital of the Company from the date of this announcement and up to Subscription Completion and the Completion).

For further information on the Subscription Shares, please refer to the paragraph headed “Issue of Shares under General Mandate”.

The Directors consider that the terms and conditions of the Subscription Agreement (including the Subscription Price) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

The aggregate Subscription Price will be payable by the Subscriber in cash upon the Subscription Completion.

### **Conditions Precedent**

The Subscription Completion shall be subject to the following conditions being satisfied:

- (a) the Stock Exchange granting the approval for the listing of, and permission to deal in, the Subscription Shares;
- (b) the compliance with the applicable requirements under the GEM Listing Rules by the Company in respect of the Subscription;
- (c) the compliance with the applicable requirements under the Listing Rules by Universe in respect of the Subscription; and
- (d) the SP Agreement having become unconditional (other than the condition relating to the Subscription Agreement having become unconditional).

The above conditions precedent are not capable of being waived by either the Company or the Subscriber. If the conditions set out above have not been satisfied at or before 4:00 p.m. on 30 September 2016 (or such later date as the parties may agree in writing), the Subscription Agreement shall cease and determine (save and except for the provisions governing the confidentiality obligations and other miscellaneous provisions which shall continue having full force and effect) save for any antecedent breach by any party.

### **Subscription Completion Date**

The Subscription Completion shall take place on the Subscription Completion Date, being the day on which the Completion takes place.

## **ISSUE OF SHARES UNDER GENERAL MANDATE**

The issue price of the Consideration Shares and the issue price of the Subscription Shares are the same and each is fixed at HK\$0.50 per Share. Such issue price represents:

- (i) a premium of approximately 11.11% over the closing price of HK\$0.45 per Share as quoted on the Stock Exchange on the date of the SP Agreement and the Subscription Agreement; and
- (ii) a discount of approximately 2.72% to the average closing price of HK\$0.514 per Share as quoted on the Stock Exchange for the five trading days of the Shares immediately prior to the date of the SP Agreement and the Subscription Agreement.

Such issue price was fixed by the parties after arm's length negotiations with reference to the recent trading prices of the Shares.

The Consideration Shares and the Subscription Shares will be issued under the General Mandate. Under the General Mandate, the Directors are allowed to allot and issue up to 1,234,579,129 shares of the Company, being 20% of the issued share capital of the Company as at the date of the annual general meeting of the Company on 23 May 2016, prior to the capital reorganisation which has become effective on 24 May 2016. Upon the Company's capital reorganisation becoming effective on 24 May 2016, the maximum number of new Shares which may be issued under the General Mandate is 49,383,165 Shares. Save as contemplated by the SP Agreement and the Subscription Agreement, up to the date of this announcement, no share of the Company has been allotted and issued pursuant to the General Mandate. Accordingly, the issue of the Consideration Shares and the Subscription Shares are not subject to any further approval of the Shareholders.

The Consideration Shares and the Subscription Shares to be allotted and issued shall rank *pari passu* among themselves and with all Shares in issue on the date of allotment and issue of such Shares.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares and the Subscription Shares.

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

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) provision of 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 services and (vi) provision of corporate management solutions and information technology contract services.

The Subscription represents a good opportunity to enhance its shareholders' base to introduce the Universe Group as its shareholder and raise additional funds at a reasonable cost for itself. Taking into account the allotment and issue of the Consideration Shares to the Universe Group upon Completion, the Universe Group will become a substantial shareholder of the Company. The Directors noted the intention of the Universe Group to re-focus its business operations, leverage of the expertise of the management in a company licensed under the Securities and Futures Ordinance (“SFO”) (Chapter 571 of the Laws of Hong Kong) to further develop the securities brokerage and margin financing and money lending business of the Universe Group. In view of the business nature of the Universe Group and the Group, the Subscription is a strategic cooperation between the Universe Group and the Group which sets ground for future business cooperation if opportunity arises which will be beneficial to the business strategy and development of the Group. Therefore, the Directors are of the view that the terms of the Subscription Agreement are on normal commercial terms and are fair and reasonable and in the benefit of the Company and the Shareholders as a whole.

The aggregate gross proceeds of the subscription of the Subscription Shares will be HK\$4,291,500 and its aggregate net proceeds, after deduction of related expenses, are estimated to be approximately HK\$4 million, representing a net issue price of approximately HK0.47 per Share.

It is intended that the aggregate net proceeds from the Subscription will be used by the Company for general working capital.

#### **FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS**

Save as disclosed below, the Company had not conducted any fund raising activities by equity issue in the past 12 months immediately preceding the date of this announcement.

<b>Date of publication</b>	<b>Fund raising activity</b>	<b>Intended use of the net proceeds</b>	<b>Actual use of the net proceeds as at the date of this announcement</b>
22 June 2015 and 8 July 2015	Placing of 39,080,000 new shares at HK\$0.49 per share pursuant to the general mandate granted by the Shareholders at the annual general meeting of the Company held on 4 June 2015	Net proceeds from the placing of approximately HK\$18 million was intended to be used for investment in securities	Use as intended

Date of publication	Fund raising activity	Intended use of the net proceeds	Actual use of the net proceeds as at the date of this announcement
24 February 2015, 20 March 2015, 10 April 2015, 22 April 2015, 11 May 2015, 12 May 2015, 22 May 2015, 15 June 2015, 10 August 2015, 22 December 2015 and 11 March 2016	Rights issue of the 586,237,461 rights shares on the basis of 3 rights shares for every 1 Share held on the record date at the subscription price of HK\$0.35 per rights share	Net proceeds from the rights issue of approximately HK\$196.5 million will be used in the following manner:	
		(i) approximately HK\$20 million for funding part of the consideration for the acquisition of 100% of the issued share capital of Million Worldwide Investment Limited (“ <b>Million Worldwide</b> ”) and a sum of HK\$26,899,220 owing from Million Worldwide and its subsidiary to the vendor (“ <b>Million Worldwide Acquisition</b> ”);	approximately HK\$18,000 used for the legal and professional fees regarding the incorporation of a company in Hong Kong to be wholly-owned by the Group to carry on Type 1 (dealing in securities) regulated activity under the SFO  approximately HK\$20 million used for funding part of the consideration for the Million Worldwide Acquisition
		(ii) approximately HK\$50 million for funding the money lending business;	Use as intended
		(iii) approximately HK\$41 million for future potential investment in securities;	Use as intended
		(iv) approximately HK\$1 million for future potential acquisitions or investments which are related to insurance and MPF schemes brokerage business;	approximately HK\$1 million used for professional fee in relation to the acquisition of 100% interest of Trendmode Holdings Limited
		(v) approximately HK\$17.9 million for settling part of the consideration of the acquisition of a commercial unit in Central, Hong Kong (“ <b>Property Acquisition</b> ”);	Use as intended
		(vi) approximately HK\$20.1 million for other future investment opportunities of the Group;	approximately HK\$20.1 million used for paying part of the deposit of the acquisition of 14.677% of the issued share capital of Boom Max International Limited

Date of publication	Fund raising activity	Intended use of the net proceeds	Actual use of the net proceeds as at the date of this announcement
		(vii) approximately HK\$36 million for future potential acquisition of properties; and	approximately HK\$36 million used for funding part of the consideration of the Property Acquisition
		(viii) approximately HK\$10.5 million for general working capital of the Group	Use as intended

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon Completion and the Subscription Completion (assuming the there is no other change in the shareholding structure of the Company before the allotment and issue of the Consideration Shares and the Subscription Shares) is set out as below:

Shareholders	As at the date of this announcement		Immediately after the Completion and Subscription Completion	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Wise Action Limited ("Wise Action") (Note 1)	8,192,157	3.32	8,192,157	2.76
Fastek Investments Limited ("Fastek") (Note 1)	23,720,000	9.61	23,720,000	8.01
Ace Source International Limited (Note 2)	30,131,060	12.20	30,131,060	10.17
Vendor (Note 3)	—	—	40,800,000	13.77
Subscriber (Note 3)	—	—	8,583,000	2.90
Public Shareholders	184,872,608	74.87	184,872,608	62.39
	<u>246,915,825</u>	<u>100.00</u>	<u>296,298,825</u>	<u>100.00</u>

Notes:

- Wise Action and Fastek are wholly and beneficially owned by Rosy Lane Investments Limited. Rosy Lane Investments Limited is wholly owned by Hong Kong Education (Int'l) Investments Limited. Each of Hong Kong Education (Int'l) Investments Limited and Rosy Lane Investments Limited is deemed to be interested in all the 31,912,157 shares of the Company held by Wise Action and Fastek pursuant to Part XV of the SFO.
- Ace Source International Limited is wholly and beneficially owned by Mr. Xue Qiushi who is an executive director and chief executive officer of the Company.

3. The Subscriber is wholly and beneficially owned by the Vendor which in turn is wholly and beneficially owned by Universe. Each of Universe and the Vendor is deemed to be interested in all the 49,383,000 shares of the Company held by the Vendor and the Subscriber pursuant to Part XV of the SFO.

## GENERAL

Each of the Acquisition and the Subscription is subject to various conditions precedent as more particularly described above. In particular, the Acquisition and the Subscription are inter-conditional upon each other. **Shareholders and potential investors should note that the Acquisition and the Subscription may or may not proceed and should exercise caution in dealing in the securities of the Company.**

## DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares
“Board”	the board of Directors
“Business Day(s)”	any day(s) (excluding Saturday, Sunday, public holidays and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong
“BVI”	British Virgin Islands
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM
“Completion”	the completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the SP Agreement
“Completion Date”	the fifth Business Day after all the Conditions shall have fulfilled or waived on which the Completion shall take place (or such other date as the Purchaser and the Vendor may agree in writing)
“Condition(s)”	the conditions precedent to which Completion is subject as set out in the sub-section headed “The SP Agreement — Conditions Precedent” above
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules

“Consideration”	HK\$20,400,000.00, being the initial consideration payable by the Purchaser to the Vendor for the acquisition of the Sale Shares, subject to downward adjustment as determined in accordance with the SP Agreement
“Consideration Shares”	40,800,000 Shares to be allotted and issued, credited as fully paid, by the Company to the Vendor (or as it may direct) upon Completion
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 23 May 2016, among other things, to allot, issue and deal with up to 1,234,579,129 shares of the Company, being 20% of the issued share capital of the Company as at the date of passing the resolutions approving the grant of such mandate by the Shareholders of the Company, prior to the capital reorganisation which has become effective on 24 May 2016. Upon the Company’s capital reorganisation becoming effective on 24 May 2016, the maximum number of new Shares which may be issued under such general mandate is 49,383,165 Shares
“Group”	the Company and its subsidiaries
“Guarantor” or “Universe”	Universe International Holdings Limited, a company incorporated in the Bermuda with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1046)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	third parties independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 September 2016 (or such later date as the Vendor and the Purchaser may agree in writing)

“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Lucky Famous Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“Sale Shares”	510 issued shares of the Target, which shall represent 51.0% of the share capital of the Target as at the date of this announcement and as at Completion
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company
“SP Agreement”	the agreement dated 13 June 2016 entered into between the Purchaser, the Vendor and the Guarantor in relation to the Acquisition
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Weluck Development Limited 永能發展有限公司, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Vendor
“Subscription”	the subscription of the Subscription Shares pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 13 June 2016 entered into between the Company and the Subscriber in relation to the Subscription
“Subscription Completion”	completion of the Subscription
“Subscription Completion Date”	subject to the fulfilment of all the conditions under the Subscription Agreement, the day on which the Completion takes place
“Subscription Price”	the subscription price of HK\$0.50 per Subscription Share
“Subscription Shares”	8,583,000 Subscription Shares to be allotted and issued under the Subscription Agreement upon the Subscription Completion
“Target”	AP Group Investment Holdings Limited 愛拼集團控股有限公司, a company incorporated in BVI with limited liability
“Target Group”	the Target and its subsidiaries from time to time

“Universe Group”	Universe and its subsidiaries from time to time
“Vendor”	Fragrant River Entertainment Culture (Holdings) Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Guarantor
“%”	per cent.

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

Hong Kong, 13 June 2016

*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).*