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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 LISTED SHARES
IN RETURN FOR CONSIDERATION SHARES**

The Board is pleased to announce that after trading hours on 27 September 2016, the Vendor, a wholly-owned subsidiary of the Company, and the Purchaser entered into the SP Agreement, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Sale Shares (being 16,538,000 ordinary shares of the Target, namely China Parenting Network Holdings Limited (中國育兒網絡控股有限公司), the issued shares of which are listed on GEM (stock code: 8361)) at the Consideration of HK\$35,498,817, which shall be satisfied by the allotment and issue by the Purchaser of 186,492,340 Consideration Shares, credited as fully paid, at the issue price of approximately HK\$0.19035 per Consideration Share, to the Vendor at Completion.

The Consideration Shares represent (i) approximately 21.58% of the existing issued share capital of the Purchaser as at the date of the SP Agreement; and (ii) approximately 17.75% of the issued share capital of the Purchaser as enlarged by the allotment and issue of the Consideration Shares immediately after Completion (assuming there is no change in the issued share capital of the Purchaser from the date of the SP Agreement and up to the Completion Date).

The Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; and (ii) e-commerce business.

* for identification purposes only

GEM LISTING RULES IMPLICATIONS

As one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of (i) the Disposal; and (ii) the taking up of the Consideration Shares are more than 5% but all relevant percentage ratios are less than 25%, each of (i) the Disposal; and (ii) the taking up of the Consideration Shares constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out under Chapter 19 of the GEM Listing Rules.

The Board is pleased to announce that after trading hours on 27 September 2016, the Vendor and the Purchaser entered into the SP Agreement, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Sale Shares at the Consideration of HK\$35,498,817.

Principal terms of the SP Agreement are set out below.

THE SP AGREEMENT

Date

27 September 2016

Parties

Vendor : Perfect Growth Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company

Purchaser : Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8018)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owners is an Independent Third Party.

Assets to be disposed of

The Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire the Sale Shares, representing approximately 1.61% of the issued share capital of the Target as at the date of the SP Agreement (based on 1,026,500,000 ordinary shares of the Target in issue as at 31 August 2016, according to the publicly available information), free from all encumbrances and together with all rights and title of any nature now or hereafter attaching thereto including but not limited to all interests, dividends or distributions which may be paid, declared or made in respect thereof at any time on or after the Completion.

Consideration

The Consideration for the sale and purchase of the Sale Shares is HK\$35,498,817, which shall be satisfied by the allotment and issue by the Purchaser of 186,492,340 Consideration Shares, credited as fully paid, at the issue price of approximately HK\$0.19035 per Consideration Share, to the Vendor at Completion.

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to a discount of approximately 10% to the average closing price of HK\$2.385 per share of the Target as quoted on the Stock Exchange for the 10 consecutive trading days of the shares of the Target up to and including the date of the SP Agreement.

Consideration Shares

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Consideration Shares represent (i) approximately 21.58% of the existing issued share capital of the Purchaser as at the date of the SP Agreement; and (ii) approximately 17.75% of the issued share capital of the Purchaser as enlarged by the allotment and issue of the Consideration Shares immediately after Completion (assuming there is no change in the issued share capital of the Purchaser from the date of the SP Agreement and up to the Completion).

The issue price of approximately HK\$0.19035 per Consideration Share represents:–

- (a) a discount of approximately 20.69% to the closing price of HK\$0.24 per share of the Purchaser as quoted on the Stock Exchange on the date of the SP Agreement;
- (b) a discount of approximately 13.95% to the average closing price of HK\$0.2212 per share of the Purchaser as quoted on the Stock Exchange for the last 5 consecutive trading days of the shares of the Purchaser immediately prior to the date of the SP Agreement; and

- (c) a discount of approximately 7.95% to the average closing price of approximately HK\$0.2068 per share of the Purchaser as quoted on the Stock Exchange for the last 15 consecutive trading days of the shares of the Purchaser immediately prior to the date of the SP Agreement.

The issue price of approximately HK\$0.19035 per Consideration Share was arrived at after arm's length negotiations between the Vendor and the Purchaser with reference to a discount of approximately 10% to the average closing price of HK\$0.2115 per share of the Purchaser as quoted on the Stock Exchange for the 10 consecutive trading days of the shares of the Purchaser up to and including the date of the SP Agreement.

The Consideration Shares shall be allotted and issued, credited as fully paid, and rank pari passu inter se in all respects with all other then existing shares of the Purchaser in issue on Completion, including the rights to all dividends and other distributions which may be declared, made or paid in respect thereof, the record date for which falls on or after the date of Completion.

The Consideration Shares shall be allotted and issued under the Specific Mandate. Application will be made by the Purchaser to the Stock Exchange for the listing of, and the permission to deal in, the Consideration Shares.

Conditions precedent

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

- (a) the Stock Exchange having granted or having agreed to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Consideration Shares;
- (b) the passing of the ordinary resolution(s) by the shareholders of the Purchaser (to the extent they are not prohibited from voting on such resolution(s) under the GEM Listing Rules) at the extraordinary general meeting of the Purchaser approving the grant of the Specific Mandate for the allotment and issue of the Consideration Shares under the SP Agreement;
- (c) all requisite consents, clearances, authorisations and approvals (or, as the case may be, the relevant waiver) in connection with the entering into and the performance of the SP Agreement and the transactions contemplated thereunder having been obtained by the parties thereto;
- (d) the consummation of the transactions contemplated pursuant to the SP Agreement not having been restrained, enjoined or otherwise prohibited by any applicable laws and regulations, including any order, injunction, decree or judgment of any court or other governmental authority;

- (e) the warranties given by the Vendor set out in the SP Agreement remaining true and accurate in all respects and not misleading; and
- (f) the warranties given by the Purchaser set out in the SP Agreement remaining true and accurate in all respects and not misleading.

The Purchaser may waive Condition (e) set out above at any time before the Long Stop Date by notice in writing to the Vendor. The Vendor may waive Condition (f) set out above at any time before the Long Stop Date by notice in writing to the Purchaser. Save as aforesaid, none of the Conditions is capable of being waived by any of the parties to the SP Agreement.

If any of the Conditions shall not have been fulfilled or waived (where applicable) in full at or before 5 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 for those in relation to confidentiality, notices and governing law, jurisdiction and process agent, 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 thereof.

Completion

Completion shall take place on the fifth business day after the last outstanding Condition (other than those Condition(s) which can only be fulfilled upon Completion) shall have been fulfilled or waived (or such other date as the Vendor and the Purchaser shall agree in writing).

As Completion is subject to the fulfilment (or where applicable, waiver) of the Conditions, the Disposal may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

INFORMATION ABOUT THE TARGET GROUP

The Target is China Parenting Network Holdings Limited (中國育兒網絡控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (Stock Code: 8361).

According to the publicly available information, the Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; and (ii) e-commerce business.

Set out below is a summary of certain financial information of the Target Group for the two financial years ended 31 December 2015 and 2014 as extracted from the 2015 annual report of the Target:–

	For the year ended 31 December 2015 <i>(approximately)</i> (audited)	For the year ended 31 December 2014 <i>(approximately)</i> (audited)
Net profit before tax	RMB33,705,000 (equivalent to approximately HK\$39,083,000)	RMB19,839,000 (equivalent to approximately HK\$23,004,000)
Net profit after tax	RMB32,660,000 (equivalent to approximately HK\$37,871,000)	RMB19,587,000 (equivalent to approximately HK\$22,712,000)

According to the 2016 interim report of the Target, the unaudited total asset value and net asset value of the Target as at 30 June 2016 were approximately RMB345,500,000 (equivalent to approximately HK\$400,626,000) and RMB323,345,000 (equivalent to approximately HK\$374,936,000) respectively.

INFORMATION ABOUT THE PURCHASER

The Purchaser is a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8018).

The Purchaser and its subsidiaries are principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, assets investments, provision of corporate finance advisory services and provision of property management and property agency services in Hong Kong.

Set out below is a summary of certain financial information of the Purchaser and its subsidiaries for the two financial years ended 31 December 2015 and 2014 as extracted from the 2015 annual report of the Purchaser:–

	For the year ended 31 December 2015 (audited)	For the year ended 31 December 2014 (audited)
Net (loss)/profit before tax	HK\$(13,539,632)	HK\$14,031,544
Net (loss)/profit after tax	HK\$(16,269,084)	HK\$11,318,955

According to the 2016 interim report of the Purchaser, the unaudited total asset value and net asset value of the Purchaser as at 30 June 2016 were approximately HK\$216,261,000 and HK\$162,640,000 respectively.

REASONS FOR AND BENEFITS OF THE DISPOSAL

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) investment in securities, (iii) money lending business, (iv) provision of insurance and mandatory provident fund schemes brokerage business and (v) provision of corporate management solutions and information technology contract services.

The Directors consider that the Disposal, if materializes, represents an opportunity of the Group to realise part of its investment in the Target at a reasonable price and allocate resources for the development of other business of the Group. One of the principal business of the Group is investment in securities. The taking up of the Consideration Shares provides the Group with a good investment opportunity to expand and diversify its investment portfolio. Upon Completion, the Company, through the Purchaser, will hold approximately 17.75% of the enlarged issued share capital of the Purchaser (assuming there is no change in the issued share capital of the Purchaser from the date of the SP Agreement and up to the Completion Date) and thus become a substantial shareholder of the Purchaser. Such Consideration Shares will be classified as a long term investment of the Group. The Directors consider that the acquisition of the Consideration Shares from the Purchaser will not affect the cash position of the Company. As two of the principal business of the Purchaser Group are the provision of financial trading software solutions and the provision of other internet financial platforms (both are in the nature of I.T. business), the Group may form strategic alliance with the Purchaser Group, particularly in the field of the provision of corporate management solutions and I.T. contract services, and create synergy effects to the business of the Group.

For illustrative purpose, it is expected that the Group will record a book gain of approximately HK\$3.5 million as a result of the Disposal which is calculated based on the fair value of Consideration Shares to be received by the Company from the Disposal (assuming the fair value of the Consideration Shares to be approximately equal to the Consideration at Completion). Shareholders of the Company should note that the actual amount of gain or loss and the financial effect as a result of the Disposal to be recorded by the Group will be subject to the review and final audit by the auditors of the Company.

Having considered the factors set out above, the Directors (including the independent non-executive Directors) are of the view that the Disposal and the terms of the SP Agreement (including the taking up of the Consideration Shares) are on normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

GEM LISTING RULES IMPLICATIONS

As one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of (i) the Disposal; and (ii) the taking up of the Consideration Shares are more than 5% but less than 25%, each of (i) the Disposal; and (ii) the taking up of the Consideration Shares constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“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”	Completion of the Disposal
“Conditions”	the conditions precedent to which the Completion is subject as set out in the paragraph headed “Conditions precedent” of this announcement, and “Condition” shall be construed accordingly
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the sum of HK\$35,498,817, being the total consideration for the Disposal
“Consideration Shares”	186,492,340 new ordinary shares of par value of HK\$0.005 each to be allotted and issued, credited as fully paid, by the Purchaser at an issue price of approximately HK\$0.19035 per share at Completion to settle the Consideration in full
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Vendor to the Purchaser pursuant to the terms and conditions of the SP Agreement
“GEM”	the Growth Enterprise Market operated by the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“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”	a third party independent of and not connected with the Company and its connected person and their respective associates (as defined in the GEM Listing Rules) of the Company
“Long Stop Date”	31 December 2016 or such other date as the Vendor and the Purchaser shall agree in writing
“Purchaser”	Finsoft Financial Investment Holdings Limited (匯財金融投資控股有限公司*), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8018)
“Purchaser Group”	the Purchaser and its subsidiaries from time to time
“PRC”	the People’s Republic of China and, for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	16,538,000 ordinary shares of the Target of par value of HK\$0.01 each beneficially owned by the Vendor as at the date of the SP Agreement and immediately prior to Completion
“SP Agreement”	the sale and purchase agreement dated 27 September 2016 entered into between the Vendor and the Purchaser in relation to the Disposal
“Specific Mandate”	the specific mandate proposed to be sought from the shareholders of the Purchaser at an extraordinary general meeting to be convened for approving the grant of the specific mandate for the allotment and issue of the Consideration Shares under the SP Agreement

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	China Parenting Network Holdings Limited (中國育兒網絡控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (Stock Code: 8361)
“Target Group”	the Target and its subsidiaries from time to time
“Vendor”	Perfect Growth Limited (肇堅有限公司), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of the Company
“%”	per cent.

* For identification purposes only

In this announcement, amounts demotivated in RMB have been converted into HK\$ at the rate of RMB0.8624 = HK\$1. Such exchange rate is for illustration purpose only and do not constitute representations that any amount in HK\$ or RMB have been, could have been or may be converted at such rate.

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

Hong Kong, 27 September 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 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.