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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)

VOLUNTARY ANNOUNCEMENT – SUBSCRIPTION OF THE TARGET SHARES

THE SUBSCRIPTION AGREEMENT

The Board wishes to announce that on 25 March 2019, the Investor, a wholly-owned subsidiary of the Company, entered into the Subscription Agreement with the Target and the Guarantor pursuant to which the Investor agreed to subscribe for, and the Target agreed to allot and issue, the Subscription Shares at the Subscription Price of HK\$19,500,000, subject to the terms and conditions of the Subscription Agreement. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, each of the Target and the Guarantor is an Independent Third Party.

The Subscription Shares represent approximately 6.54% of the issued share capital of the Target upon the Completion as enlarged by the allotment and issue of the Subscription Shares.

Completion has taken place immediately after the signing of the Subscription Agreement.

In accordance with terms and conditions of the Subscription Agreement, the Guarantor granted to the Investor the Put Option in respect of all (and not part only) of the Subscription Shares owned by the Investor as at the date on which the Put Option is exercised to require the Guarantor to purchase, or to procure the purchase of, the Subscription Shares from the Investor at the Put Option Price.

* *For identification purposes only*

The Target is a company incorporated in the Cayman Islands on 7 March 2019 as an exempted company with limited liability and an investment holding company. The principal businesses of the Target Group is manufacturing and selling of pre-stressed high-strength concrete piles and commercial concrete in the PRC. The Target Group has a production plant in Qidong City, Nantong, Jiangsu Province, the PRC and the products of the Target Group are primarily used in buildings and infrastructure projects.

The Board wishes to announce that on 25 March 2019, the Investor, a wholly-owned subsidiary of the Company, entered into the Subscription Agreement with the Target and the Guarantor pursuant to which the Investor agreed to subscribe for, and the Target agreed to allot and issue, the Subscription Shares at the Subscription Price of HK\$19,500,000, subject to the terms and conditions of the Subscription Agreement.

The Guarantor joined as a party to the Subscription Agreement to give representatives, undertaking and warranties in relation to the Subscription and the Target Group in the Subscription Agreement with the Target on a joint and several basis, as well as for the grant of the Put Option.

THE SUBSCRIPTION AGREEMENT

Major terms of the Subscription Agreement are set out below:

Date

25 March 2019

Parties

- (i) the Investor;
- (ii) the Target; and
- (iii) the Guarantor.

On the date of the Subscription Agreement and immediately prior to the Completion, the Target was owned as to 79.80% by a company wholly owned by the Guarantor and as to 20.20% by other Independent Third Parties in aggregate.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Target, its ultimate beneficial owners and the Guarantor are Independent Third Parties; and (ii) the Target is an investment holding company and the Target Group is principally engaged in the manufacturing and selling of pre-stressed high-strength concrete piles and commercial concrete in the PRC.

Subject matter

The Investor agreed to subscribe for, and the Target agreed to allot and issue, the Subscription Shares at the Subscription Price of HK\$19,500,000, subject to the terms and conditions of the Subscription Agreement.

Subject to the terms and conditions of the Subscription Agreement, the Target allotted and issued the Subscription Shares to the Investor at Completion. The Subscription Shares, upon allotment and issue at Completion, are fully paid, free from all encumbrances and rank *pari passu* in all respects among themselves and with the other Target Shares in issue on the date of Completion.

The Subscription Shares represent approximately 6.54% of the issued share capital of the Target upon the Completion as enlarged by the allotment and issue of the Subscription Shares.

Subscription Price

The Subscription Price payable by the Investor to the Target or its nominee for the Subscription is HK\$19,500,000, which was paid in cash upon Completion. The Subscription Price was funded by internal resources of the Group.

The Subscription Price was determined after arm's length negotiations between the Investor and the Target on normal commercial terms after taking into account (i) the Put Option as detailed in the paragraph headed "Put Option" below; (ii) the financial information of the Target Group; and (iii) the business potentials and prospects of the Target Group.

The Guarantor and the Target shall procure that unless otherwise agreed by all the shareholders of the Target, the Subscription Price will be used as general working capital of the Target Group and for its settlement of listing expenses for the Listing.

Completion

Completion has taken place immediately after the signing of the Subscription Agreement.

Upon Completion, the Target is owned as to approximately 6.54% by the Group, as to approximately 74.58% by the company wholly owned by the Guarantor and as to approximately 18.88% by other Independent Third Parties in aggregate. After Completion, the Group's investment in the Target is classified as financial assets at fair value through profit and loss of the Group in its financial statements, which is within the securities investment business segment of the Group.

Put Option

In accordance with terms and conditions of the Subscription Agreement, the Guarantor granted to the Investor the Put Option in respect of all (and not part only) of the Subscription Shares owned by the Investor as at the date on which the Put Option is exercised to require the Guarantor to purchase, or to procure the purchase of, the Subscription Shares from the Investor if any one of the following occurs (collectively, the "**Triggering Events**"):

- (i) the completion of the Qualified IPO of the Target does not take place on or before the Maturity Date;
- (ii) the application for Listing of the Target is rejected by the Stock Exchange or any other stock exchange acceptable to the Investor, or the application of Listing is withdrawn for whatever reason on or before the Maturity Date;
- (iii) the approval or approval-in-principle for Listing is granted, but Listing does not proceed for whatever reason, resulting in the approval or approval-in-principle lapses or withdrawn on or before the Maturity Date by the Stock Exchange or any other stock exchange acceptable to the Investor; or
- (iv) the application for Listing is not submitted for and on behalf of the Target to the Stock Exchange or any other stock exchange acceptable to the Investor on or before 31 December 2019.

The Investor may exercise the Put Option at its sole discretion by giving the Guarantor 15 business days' notice in writing (or a shorter period as may be mutually agreed by the Investor and the Guarantor), upon which day (the "**Put Option Completion Date**") the Subscription Shares shall be transferred by the Investor to the Guarantor and/or her nominee(s) at the Put Option Price. The Guarantor and/or her nominee(s) shall pay the Put Option Price in cash to the Investor on the Put Option Completion Date in accordance with the Subscription Agreement.

The Put Option Price was determined based on the Subscription Price and the Maturity Date. The Put Option Price and the terms of the Put Option were arrived at after arm's length negotiation between the Investor and the Guarantor on normal commercial terms.

The Put Option shall automatically lapse on the earliest of (i) the date of Listing of the Target, (ii) the 3rd anniversary of the Maturity Date, and (iii) the date on which the Subscription Shares owned by the Investor are sold, transferred or disposed of in any way to a third party.

Pursuant to the terms and conditions of the Subscription Agreement, the Guarantor has undertaken to the Investor that on or before 24 April 2019, she shall deliver a cheque issued and drawn in favour of the Investor and in the sum of HK\$21,162,575.34 (being the Put Option Price calculated on the basis that the Put Option Completion Date is the 15th Business Day after the Maturity Date (assuming the Maturity Date is not extended)) as security for the payment obligation of the Guarantor and/or her nominee(s) in case the Put Option is exercised.

INFORMATION OF THE TARGET GROUP

The Target is an investment holding company which was incorporated in the Cayman Islands on 7 March 2019 as an exempted company with limited liability. The principal businesses of the Target Group is manufacturing and selling of pre-stressed high-strength concrete piles and commercial concrete in the PRC. The Target Group has a production plant in Qidong City, Nantong, Jiangsu Province, the PRC and the products of the Target Group are primarily used in buildings and infrastructure projects.

Set out below is a summary of certain unaudited combined financial information of the Target Group prepared in accordance with Hong Kong Financial Reporting Standards for the two years ended 31 December 2018:

	For the year ended 31 December 2017	For the year ended 31 December 2018
	<i>RMB'000</i>	<i>RMB'000</i>
Net profit (before taxation)	37,511	47,539
	(equivalent to approximately HK\$43,617)	(equivalent to approximately HK\$55,278)
Net profit (after taxation)	27,634	34,360
	(equivalent to approximately HK\$32,133)	(equivalent to approximately HK\$39,953)

The unaudited combined total asset value and net asset value of the Target Group as at 31 December 2018 were approximately RMB250.9 million (equivalent to approximately HK\$291.7 million) and approximately RMB66.6 million (equivalent to approximately HK\$77.4 million) respectively.

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 advertisements; (ii) securities investment; and (iii) provision of corporate management solutions and information technology contract services.

Having considered the recent development of the construction engineering industry in the PRC as well as the business performance of the Target Group, the Directors are of the view that the Target Group is of great development potential and hence the Subscription represents a valuable investment opportunity for the Group to capitalise the potential earning growth of the Target Group, which may create positive financial returns to the Group. Furthermore, the Put Option operates as a protective mechanism and affords the Company with the right (but not the obligation) to exit the investment in the Target Group in case of the occurrence of any of the Triggering Events.

As disclosed in the 2018 first quarterly report of the Company dated 11 May 2018, due to the high risks involved in the securities investment business of the Group, the operation of this business segment was suspended with effect from 11 May 2018. However, in view of the low interest rate environment and the solid financial position of the Group, including but not limited to the current cash and bank balance, liquidity and gearing ratio of the Group, the Directors believe that the Subscription represents a strategic move to potentially revive the securities investment business and there is still room for improvement of the performance of this business segment.

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

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors
“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 (Stock code: 8100)
“Completion”	the completion of the Subscription
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Guarantor”	an individual who is an existing director of the Target and a majority shareholder, through a company wholly owned by her, holding approximately 74.58% of the issued share capital of the Target upon Completion and as at the date of this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who is/are independent of the Company and its connected persons
“Investor”	Perfect Growth Limited 肇堅有限公司, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company

“Listing”	listing of the Target Shares on the Stock Exchange or any other stock exchange acceptable to the Investor
“Maturity Date”	the date falling on the expiry of one year from Completion, or such later date as may be determined by the Investor at its sole discretion
“PRC”	the People’s Republic of China, excluding for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Put Option”	the option granted by the Guarantor to the Investor which gives the Investor the right to sell the Subscription Shares to the Guarantor and/or her nominee(s) at the Put Option Price in accordance with the terms and conditions of the Subscription Agreement
“Put Option Price”	the Subscription Price plus interest at a rate of 8.0% per annum calculated from the date of Completion to the date the Subscription Shares are transferred to the Guarantor and/or her nominee(s) and such Put Option Price is fully settled
“Qualified IPO”	the Target’s initial public offering and listing on the Stock Exchange or any other stock exchange acceptable to the Investor, with a market capitalisation of the Target of not less than HK\$500 million
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the Subscription of the Subscription Shares by the Investor in accordance with the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the agreement entered into by and among the Investor, the Target and the Guarantor dated 25 March 2019, in relation to, among other matters, the Subscription

“Subscription Price”	the subscription price of HK\$19,500,000 payable by the Investor to the Target for the Subscription
“Subscription Shares”	the 1,400,000 new Target Shares allotted and issued by the Target to the Investor at Completion at the Subscription Price in accordance with the terms and conditions of the Subscription Agreement
“Target”	an investment holding company which was incorporated in the Cayman Islands on 7 March 2019 as an exempted company with limited liability
“Target Group”	the Target and its subsidiaries
“Target Shares”	ordinary share(s) of HK\$0.01 par value each in the issued share capital of the Target
“%”	per cent.

For the purpose of this announcement, all amounts denominated in RMB has been translated into HK\$ using the exchange rate of HK\$1:RMB0.86. No representation is made that any amounts in RMB or HK\$ can be or could have been converted at the relevant dates at the above rate or any other rates at all.

On behalf of the Board
GET HOLDINGS LIMITED
Wong Jing Shong
Chairman and Executive Director

Hong Kong, 25 March 2019

As at the date of this announcement, the Board consists of two executive Directors, namely Mr. Wong Jing Shong and Mr. Wong Hin Shek, and three independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei 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.