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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 TRANSACTIONS AND MAJOR DISPOSALS

ACQUISITIONS AND DISPOSALS

The Board hereby announced that Perfect Growth (a wholly-owned subsidiary of the Company) conducted the following acquisitions and disposals:

- (i) on 8 July 2014, the acquisition of 24,897,600 shares of DX at a consideration of HK\$2,489,760;
- (ii) during the period from 11 December 2014 to 23 December 2014 (both dates inclusive), the acquisition of an aggregate of 4,860,000 shares of Finsoft at an aggregate consideration of HK\$9,646,150;
- (iii) during the period from 11 December 2014 to 27 April 2015 (both dates inclusive), the acquisition of an aggregate of 18,016,000 shares of Convoy at an aggregate consideration of HK\$6,429,420;
- (iv) on 20 January 2015, the acquisition of 15,000,000 shares of Target at a consideration of HK\$27,300,000;
- (v) on 6 July 2015, the acquisition of 38,000,000 shares of Tianyun at a consideration of HK\$48,640,000;
- (vi) during the period from 26 March 2015 to 1 April 2015 (both dates inclusive), the disposal of an aggregate of 267,744,000 shares of DX at an aggregate consideration of HK\$15,688,208;
- (vii) on 15 May 2015 and 18 May 2015, the disposal of an aggregate of 41,904,000 shares of IE China at an aggregate consideration of HK\$8,625,564;

* for identification purposes only

- (viii) on 7 October 2015 and 8 October 2015, the disposal of an aggregate of 15,000,000 shares of Target at an aggregate consideration of HK\$42,983,708;
- (ix) on 17 December 2015, the disposal of 76,000,000 shares of Capital VC at a consideration of HK\$8,400,520;
- (x) on 18 February 2016, the disposal of 2,100 shares of Triton Capital SPC at a consideration of HK\$21,000,000; and
- (xi) during the period from 13 November 2015 to 17 March 2016 (both dates inclusive), the disposal of an aggregate of 38,000,000 shares of Tianyun at an aggregate consideration of HK\$41,556,860.

The shares acquired and disposed under the Acquisitions and the Disposals respectively were held as AFS Financial Assets as part of the Group's investment portfolio.

IMPLICATIONS UNDER THE GEM LISTING RULES

The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of each of the Acquisitions (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) was more than 5% but all relevant percentage ratios were less than 25% and each of the Acquisitions (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) constituted a discloseable transaction for the Company under the GEM Listing Rules and was subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of each of the Discloseable Disposals (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) was more than 5% but all relevant percentage ratios were less than 25% and each of the Discloseable Disposals (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) constituted a discloseable transaction for the Company under the GEM Listing Rules and was subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

Each of the First DX Disposal, the Second DX Disposal and the Third DX Disposal was a discloseable transaction for the Company. As the highest relevant percentage ratio (as defined in the GEM Listing Rules) for the First DX Disposal, the Second DX Disposal and the Third DX Disposal, when aggregated, exceeded 25% but all relevant percentage ratios were less than 75%, the First DX Disposal, the Second DX Disposal and the Third DX Disposal, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

Each of the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal was a discloseable transaction for the Company. As the highest relevant percentage ratio (as defined in the GEM Listing Rules) for the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal, when aggregated, exceeded 25% but all relevant percentage ratios were less than 75%, the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

Starting from the financial year ended 31 December 2013, the Company had included securities investment transactions as one of its principal activities. The Company genuinely believed that the acquisitions and disposals of the AFS Financial Assets were part of the Group's ordinary and usual course of business and were therefore exempt from compliance with any requirements under Chapter 19 of the GEM Listing Rules. Having received the guidance and clarification from the Stock Exchange, the Company accepted that the various acquisitions and disposals of the AFS Financial Assets fall within the definition of "transactions" under Rule 19.04(1) of the GEM Listing Rules and regrettably admitted that it had breached Rules 19.34, 19.38 and 19.40 of the GEM Listing Rules (to the extent applicable).

The SGM will be convened for the purpose of considering, and if thought fit, approving, confirming and ratifying the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder.

A circular containing, among other things, (i) details of the DX Disposals and the Tianyun Disposals; (ii) other information as required to be disclosed under the GEM Listing Rules; (iii) the notice of the SGM, and a form of proxy are expected to be despatched to the Shareholders on or before 30 November 2016 as more time is required for the preparation of the information for inclusion in the circular.

ACQUISITIONS AND DISPOSALS

The Board hereby announced that Perfect Growth (a wholly-owned subsidiary of the Company) conducted the following acquisitions and disposals:

The Acquisitions

| | Date of transaction | Name of the target company | Number of ordinary shares of the target company acquired | Approximate percentage of the then issued share capital of the target company (in aggregate) (Note 1) | Consideration (in aggregate)/ average price (Notes 2 and 3) |
|----|------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------------------------------------|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| 1. | 8 July 2014 (Note 4) | DX | 24,897,600 shares (Note 7) | 0.44% | HK\$2,489,760 Average price of HK\$0.10 per share |
| 2. | From 11 December 2014 to 23 December 2014 (Note 5) | Finsoft | 4,860,000 shares (in total) (Note 8) | 0.24% | HK\$9,646,150 (in total) Average price of approximately HK\$1.98 per share |
| 3. | From 11 December 2014 to 23 December 2014 (collectively, the “ First Convoy Acquisition ”) (Note 5 and 6) | Convoy | 3,500,000 shares (in total) (Note 8) | 0.57% | HK\$2,428,940 (in total) Average price of approximately HK\$0.69 per share |
| 4. | From 24 December 2014 to 27 April 2015 (collectively, the “ Second Convoy Acquisition ”) (Note 5 and 6) | Convoy | 14,516,000 shares (in total) (Notes 8 and 9) | 2.36% | HK\$4,000,480 (in total) Average price of approximately HK\$0.28 per share |
| 5. | 20 January 2015 (Note 4) | Target | 15,000,000 shares (Note 8) | 3.00% | HK\$27,300,000 Average price of HK\$1.82 per share |
| 6. | 6 July 2015 (Note 4) | Tianyun | 38,000,000 shares (Note 10) | 3.80% | HK\$48,640,000 Average price of HK\$1.28 per share |

Notes:

1. *The percentage is calculated with reference to the then latest monthly return or next day disclosure return of the target company publicly available on the website of the Stock Exchange as at the date of the transaction or, as the case may be, the last date of a series of transactions.*
2. *The consideration was settled by cash and excluded transaction costs.*
3. *The considerations for the Acquisitions were funded by the Group's internal resources.*
4. *The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of the transaction was more than 5% but all relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the transaction were less than 25% and the transaction constituted a discloseable transaction for the Company under the GEM Listing Rules and was subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.*
5. *Each of the transactions in respect of shares in the same company (standing alone) conducted during the period did not constitute a discloseable transaction for the Company under the GEM Listing Rules. The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis (as regards shares in the same company) was more than 5% but all relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis (as regards shares in the same company) were less than 25% and the transactions on an aggregate basis (as regards shares in the same company) constituted a discloseable transaction for the Company under the GEM Listing Rules and were subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.*
6. *Each of the First Convoy Acquisition and the Second Convoy Acquisition constituted a discloseable transaction for the Company and they, when aggregated, still constituted a discloseable transaction for the Company under the GEM Listing Rules.*
7. *The shares were acquired under the open offer of 509,451,557 shares on the basis of one offer share for every 10 existing shares at an offer price of HK\$0.10 per share by DX. Details of the open offer and the basis of determining the offer price were disclosed in the prospectus of DX dated 13 June 2014.*
8. *The shares were acquired in the open market through a brokerage agent. The consideration for each of the transactions represented the then market prices of the shares on the relevant transaction date.*
9. *The shares were acquired under the open offer of 1,844,172,000 shares on the basis of three offer shares for every one existing share at an offer price of HK\$0.25 per share by Convoy. Details of the open offer and the basis of determining the offer price were disclosed in the prospectus of Convoy dated 16 April 2015.*
10. *The shares were acquired through the international placing of 225,000,000 shares at a placing price of HK\$1.28 per share by Tianyun. Details of the international placing and the basis of determining the placing price were disclosed in the prospectus of Tianyun dated 24 June 2015.*

The Disposals

| | Date of transaction | Name of the target company | Number of ordinary shares of the target company disposed | Approximate percentage of the then issued share capital of the target company (in aggregate) (Note 1) | Consideration (in aggregate)/ average price (Notes 2 and 3) | Gain/(loss) attributable to the disposal (in aggregate) (Note 4) |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| 1. | 26 March 2015 and 27 March 2015 (collectively, the “ First DX Disposal ”) (Notes 5 and 6) | DX | 83,000,000 shares (in total) | 1.48% | HK\$5,373,440 (in total) Average price of approximately HK\$0.06 per share | HK\$(5,519,319) |
| 2. | 30 March 2015 and 31 March 2015 (collectively, the “ Second DX Disposal ”) (Notes 5 and 6) | DX | 96,944,000 shares (in total) | 1.73% | HK\$5,219,964 (in total) Average price of approximately HK\$0.05 per share | HK\$(7,498,895) |
| 3. | 1 April 2015 (collectively, the “ Third DX Disposal ”, together with the First DX Disposal and the Second DX Disposal, referred to as the “ DX Disposals ”) (Notes 6 and 7) | DX | 87,800,000 shares | 1.57% | HK\$5,094,804 Average price of approximately HK\$0.06 per share | HK\$(6,425,730) |
| 4. | 15 May 2015 and 18 May 2015 (Note 5) | IE China | 41,904,000 shares (in total) | 1.57% | HK\$8,625,564 (in total) Average price of approximately HK\$0.21 per share | HK\$3,230,838 |
| 5. | 7 October 2015 and 8 October 2015 (Note 5) | Target | 15,000,000 shares (in total) | 2.89% | HK\$42,983,708 (in total) Average price of approximately HK\$2.87 share | HK\$15,428,972 |
| 6. | 17 December 2015 (Note 7) | Capital VC | 76,000,000 shares | 4.86% | HK\$8,400,520 Average price of approximately HK\$0.11 per share | HK\$(1,129,629) |

| | Date of transaction | Name of the target company | Number of ordinary shares of the target company disposed | Approximate percentage of the then issued share capital of the target company (in aggregate) (Note 1) | Consideration (in aggregate)/ average price (Notes 2 and 3) | Gain/(loss) attributable to the disposal (in aggregate) (Note 4) |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| 7. | 18 February 2016 (Note 7) | Triton Capital SPC | 2,100 shares | NA | HK\$21,000,000 Average price of HK\$10,000 per share | HK\$(2,514) |
| 8. | 13 November 2015 and 10 March 2016 (collectively, the “ First Tianyun Disposal ”) (Notes 5 and 8) | Tianyun | 9,768,000 shares (in total) | 0.98% | HK\$12,924,640 (in total) Average price of approximately HK\$1.32 per share | HK\$375,179 |
| 9. | 11 March 2016 and 14 March 2016 (collectively, the “ Second Tianyun Disposal ”) (Notes 5 and 8) | Tianyun | 7,156,000 shares (in total) | 0.72% | HK\$7,346,580 (in total) Average price of approximately HK\$1.03 per share | HK\$(1,839,580) |
| 10. | 15 March 2016 and 16 March 2016 (collectively, the “ Third Tianyun Disposal ”) (Notes 5 and 8) | Tianyun | 11,408,000 shares (in total) | 1.14% | HK\$11,280,340 (in total) Average price of approximately HK\$0.99 per share | HK\$(3,362,451) |
| 11. | 17 March 2016 (“ Fourth Tianyun Disposal ”, together with the First Tianyun Disposal, the Second Tianyun Disposal and the Third Tianyun Disposal, referred to as the “ Tianyun Disposals ”) (Notes 7 and 8) | Tianyun | 9,668,000 shares | 0.97% | HK\$10,005,300 Average price of approximately HK\$1.03 per share | HK\$(2,405,629) |

Notes:

1. *The percentage is calculated with reference to the then latest monthly return or next day disclosure return of the target company publicly available on the website of the Stock Exchange as at the date of the transaction or, as the case may be, the last date of a series of transactions.*
2. *The consideration was settled by cash and excluded transaction costs.*
3. *Other than the disposal of shares in Triton Capital SPC (which is non-listed fund) to an Independent Third Party, the shares were disposed of in the open market through a brokerage agent. The consideration for the disposal of shares in Triton Capital SPC was determined based on the original acquisition cost of the Group of such shares. The consideration for each of the Disposals (except for the disposal of shares in Triton Capital SPC) represented the then market prices of the shares on the relevant transaction date.*
4. *The gain or loss attributable to the Disposals is calculated based on (i) the carrying amount of shares; (ii) less the consideration of disposal; (iii) less the transaction costs; and (iv) plus the release of investment revaluation reserves.*
5. *Each of the transactions in respect of shares in the same company (standing alone) conducted on the relevant transaction date did not constitute a discloseable transaction for the Company under the GEM Listing Rules. The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis (as regards shares in the same company) was more than 5% but all relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the transactions on an aggregate basis (as regards shares in the same company) were less than 25% and the transactions on an aggregate basis (as regards shares in the same company) constituted a discloseable transaction for the Company under the GEM Listing Rules and were subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.*
6. *Each of the First DX Disposal, the Second DX Disposal and the Third DX Disposal was a discloseable transaction for the Company and they, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.*
7. *The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of the transaction was more than 5% but all relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the transaction were less than 25% and the transaction constituted a discloseable transaction for the Company under the GEM Listing Rules and was subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.*
8. *Each of the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal constituted a discloseable transaction for the Company and they, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.*
9. *The proceeds from the above disposals were used as general working capital and/or for financing appropriate investments or acquisition opportunities of the Group.*

During the period from 26 March 2015 to 1 April 2015, based on the disclosure of interests notice filed by DX on 26 March 2015, DX held 18,604,650 issued shares of the Company, representing approximately 9.52% of the then issued share capital of the Company. Save as aforesaid, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the target companies under the Acquisition and the Disposals was an Independent Third Party at the relevant time.

Except for the buyer of shares of Triton Capital SPC, being an individual and an Independent Third Party, the Company was not aware of the identities of the buyer(s) and seller(s) of the shares under the Acquisitions and the Disposals and to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the buyer(s) and seller(s) of such shares and their ultimate beneficial owners was an Independent Third Party as at the date of the relevant transaction.

INFORMATION ABOUT CAPITAL VC

Capital VC is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2324). Capital VC and its subsidiaries were principally engaged in investment in listed and unlisted companies mainly in Hong Kong and the PRC at the relevant time.

The audited consolidated profit before and after tax of Capital VC for the year ended 30 June 2014 were approximately HK\$60,360,000 and HK\$72,565,000 respectively, while those for the 15 months ended 30 September 2015 were approximately HK\$358,403,000 and HK\$297,481,000 respectively. As at 30 September 2015, the audited consolidated total asset value and net asset value of Capital VC were approximately HK\$1,633,577,000 and HK\$1,333,910,000 respectively.

INFORMATION ABOUT CONVOY

Convoy is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1019). Convoy and its subsidiaries were principally engaged in the independent financial advisory business, money lending business, proprietary investment business, asset management business and corporate finance business at the relevant time.

The audited consolidated profit before tax and loss after tax of Convoy for the year ended 31 December 2012 were approximately HK\$7,294,000 and HK\$7,093,000 respectively. The audited consolidated profits before and after tax for the year ended 31 December 2013 were approximately HK\$111,403,000 and HK\$91,578,000 respectively, while those for the year ended 31 December 2014 were approximately HK\$308,443,000 and HK\$241,478,000 respectively. The unaudited consolidated total asset value and net asset value of Convoy as at 30 June 2014 were approximately HK\$1,002,247,000 and HK\$592,050,000 respectively, while the audited consolidated total asset value and net asset value of Convoy as at 31 December 2014 were approximately HK\$1,877,281,000 and HK\$800,090,000 respectively.

INFORMATION ABOUT DX

DX is a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8086). DX and its subsidiaries were principally engaged in (i) e-commerce business and provision of online sales platform and (ii) provision of professional information technology contract and maintenance services at the relevant time.

The audited consolidated profit before and after tax of DX for the year ended 30 June 2012 were approximately HK\$163,942,000 and HK\$131,757,000 respectively, while those for the year ended 30 June 2013 were approximately HK\$53,876,000 and HK\$36,826,000 respectively. Its audited consolidated loss before and after tax for the year ended 30 June 2014 were approximately HK\$63,068,000 and HK\$70,676,000 respectively. As at 31 December 2013, the unaudited consolidated total asset value and net asset value of DX were approximately HK\$356,544,000 and HK\$243,060,000 respectively, while those as at 31 December 2014 were approximately HK\$327,270,000 and HK\$173,741,000 respectively.

INFORMATION ABOUT FINSOFT

Finsoft is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8018). Finsoft and its subsidiaries were principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business and securities investments at the relevant time.

The audited consolidated profit before and after tax of Finsoft for the year ended 31 December 2012 were approximately HK\$13,128,000 and HK\$11,219,000 respectively, while its audited consolidated profit before tax and loss after tax for the year ended 31 December 2013 were approximately HK\$1,446,000 and HK\$571,000 respectively. As at 30 June 2014, the unaudited consolidated total asset value and net asset value of Finsoft were approximately HK\$64,051,000 and HK\$50,251,000 respectively.

INFORMATION ABOUT IE CHINA

IE China is a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8081). IE China and its subsidiaries are principally engaged in (i) mobile-online game business and provisions of games related integral marketing services; (ii) provision of IT services; (iii) provision of medical diagnostic and health check services; (iv) money lending business; and (v) securities investments business at the relevant time.

The audited consolidated loss before and after tax for the year ended 31 December 2013 of IE China were approximately HK\$9,241,000 and HK\$9,603,000 respectively, while those for the year ended 31 December 2014 were approximately HK\$25,467,000 and HK\$24,580,000 respectively. As at 31 December 2014, the audited consolidated total asset value and net asset value of IE China were approximately HK\$378,155,000 and HK\$331,681,000 respectively.

INFORMATION ABOUT TARGET

Target is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6161). Target and its subsidiaries were principally engaged in writing of motor vehicle insurance business in Hong Kong at the relevant time.

The audited consolidated profit before and after tax of Target for the year ended 31 December 2012 were approximately HK\$24,767,000 and HK\$22,335,000 respectively. The audited consolidated profit before and after tax of Target for the year ended 31 December 2013 were approximately HK\$56,294,000 and HK\$48,477,000 respectively, while those for the year ended 31 December 2014 were approximately HK\$69,486,000 and HK\$57,325,000 respectively. The audited consolidated total asset value and net asset value of Target as at 31 December 2013 were approximately HK\$971,858,000 and HK\$195,685,000, while its unaudited consolidated total asset value and net asset value as at 30 June 2015 were approximately HK\$1,174,631,000 and HK\$401,225,000 respectively.

INFORMATION ABOUT TIANYUN

Tianyun is a company incorporated in the BVI with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6836). Tianyun and its subsidiaries were principally engaged in (i) the production and sales of processed fruit products packaged in metal containers, plastic cups and glass containers and (ii) trading of fresh fruit at the relevant time.

The audited consolidated profit before and after tax of Tianyun for the year ended 31 December 2013 were approximately RMB90,006,000 (equivalent to approximately HK\$108,441,000) and RMB70,900,000 (equivalent to approximately HK\$85,422,000) respectively, while those for the year ended 31 December 2014 were approximately RMB113,517,000 (equivalent to approximately HK\$136,767,000) and RMB89,311,000 (equivalent to approximately HK\$107,604,000) respectively. As at 31 December 2014, the audited consolidated total asset value and net asset value of Tianyun were approximately RMB194,815,000 (equivalent to approximately HK\$234,717,000) and RMB118,330,000 (equivalent to approximately HK\$142,566,000) respectively. As at 30 June 2015, its unaudited consolidated total asset value and net asset value were approximately RMB294,539,000 (equivalent to approximately HK\$354,866,000) and RMB184,524,000 (equivalent to approximately HK\$222,318,000) respectively.

INFORMATION ABOUT TRITON CAPITAL SPC

Triton Capital SPC is a company incorporated and registered as a segregated portfolio company under the laws of the Cayman Islands on 12 December 2014 for the purpose of carrying out investment strategy. The investment portfolio of Triton Capital SPC is focused on investments in agricultural industry in the PRC.

The financial year end of Triton Capital SPC is 31 December and its first financial year ended on 31 December 2015. According to the term sheet of investment in Triton Capital SPC, the shareholder of Triton Capital SPC shall only be provided with its audited financial statements within six months after the end of each financial year of Triton Capital SPC. As at 30 June 2015, the net asset value per share of Triton Capital SPC was HK\$10,001.20. Save as aforesaid, no financial information in respect of Triton Capital SPC was made available by Triton Capital SPC to the Group as at the date of disposal.

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

REASONS FOR AND BENEFITS OF THE ACQUISITIONS AND DISPOSALS

The shares acquired and disposed under the Acquisitions and the Disposals respectively were held as available-for-sale financial assets (“**AFS Financial Assets**”) as part of the Group’s investment portfolio.

The Acquisitions

Having considered, including but not limited to, (1) the then prevailing financial performance and prospects of DX, Finsoft, Convoy, Target and Tianyun, (2) the low interest rate environment in Hong Kong, and (3) the financial position of the Group at the relevant time, the Acquisitions represented a good opportunity for the Group to diversify its securities portfolio under its securities investment business.

The Disposals

Having considered, including but not limited to, (1) the potential downward trend of the respective share prices of DX, IE China, Target, Capital VC and Tianyun, and (2) the uncertainty of the Hong Kong stock market at the relevant time, the Disposals (other than the disposal of shares in Triton Capital SPC) represented an exit opportunity for the Group to realise its investment. Having considered, including but not limited to, (1) the uncertainty of the growth of agricultural industry in the PRC and (2) the potential downward pressure of economic growth of the PRC, the disposal of shares in Triton Capital SPC represented an exit opportunity for the Group to realise its investment and to better utilise the resources of the Group.

The Directors (including the independent non-executive Directors) considered that the terms of the Acquisitions and the Disposals at the relevant time were on normal commercial terms, and were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

Starting from the financial year ended 31 December 2013, the Company had included securities investment transactions as one of its principal activities. The Company genuinely believed that the acquisitions and disposals of the AFS Financial Assets were part of the Group’s ordinary and usual course of business and were therefore exempt from compliance with any requirements under Chapter 19 of the GEM Listing Rules. Having received the guidance and clarification from the Stock Exchange, the Company accepted that the various acquisitions and disposals of the AFS Financial Assets fall within the definition of “transactions” under Rule 19.04(1) of the GEM Listing Rules and regrettably admitted that it had breached Rules 19.34, 19.38 and 19.40 of the GEM Listing Rules (to the extent applicable).

The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of each of the Acquisitions (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) was more than 5% but all relevant percentage ratios were less than 25% and each of the Acquisitions (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) constituted a discloseable transaction for the Company under the GEM Listing Rules and was subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

The highest relevant percentage ratio (as defined under the GEM Listing Rules) in respect of each of the Discloseable Disposals (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) was more than 5% but all relevant percentage ratios were less than 25% and each of the Discloseable Disposals (or, as the case may be, on an aggregate basis (as regards shares in the same company in any 12-month period)) constituted a discloseable transaction for the Company under the GEM Listing Rules and was subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

Each of the First DX Disposal, the Second DX Disposal and the Third DX Disposal was a discloseable transaction for the Company. As the highest relevant percentage ratio (as defined in the GEM Listing Rules) for the First DX Disposal, the Second DX Disposal and the Third DX Disposal, when aggregated, exceeded 25% but all relevant percentage ratios were less than 75%, the First DX Disposal, the Second DX Disposal and the Third DX Disposal, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

Each of the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal was a discloseable transaction for the Company. As the highest relevant percentage ratio (as defined in the GEM Listing Rules) for the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal, when aggregated, exceeded 25% but all relevant percentage ratios were less than 75%, the First Tianyun Disposal, the Second Tianyun Disposal, the Third Tianyun Disposal and the Fourth Tianyun Disposal, when aggregated, constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

In order to prevent the occurrence of similar non-compliance incident involving the AFS Financial Assets in the future and to comply with the requirements under the Listing Rules, the Company has taken or will take the following remedial actions:

- (i) the Company has immediately reviewed its current investment portfolio to check whether it shall comply with any requirements under the GEM Listing Rules;

- (ii) the Company has published this announcement to inform the Shareholders of the details of the Acquisitions and the Disposals;
- (iii) the Company will despatch a circular containing the details of the DX Disposals and the Tianyun Disposals to the Shareholders and convene the SGM to approve, confirm and ratify the DX Disposals and the Tianyun Disposals; and
- (iv) the Company will issue a memorandum to the Board and the management of the Company which are responsible for managing the securities investment business, reiterating that:
 - (a) any purchase or disposal of AFS Financial Assets should be a “transaction” for the purpose of Chapter 19 of the GEM Listing Rules;
 - (b) the management of the Company will only effect any purchase or disposal of AFS Financial Assets after having evaluated the implications of the GEM Listing Rules and ensuring the Company will be able to comply with the applicable requirements under the GEM Listing Rules, and in case of any doubt, the Company will consult external legal advisers, financial advisers and/or the Stock Exchange; and
 - (c) the management of the Company will prepare summary report on the securities transactions and report to the audit committee on a monthly basis for review.

GENERAL

The SGM will be convened for the purpose of considering, and if thought fit, approving, confirming and ratifying the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder and no Shareholder will be required to abstain from voting on the resolutions to be proposed at the SGM.

A circular containing, among other things, (i) details of the DX Disposals and the Tianyun Disposals; (ii) other information as required to be disclosed under the GEM Listing Rules; (iii) the notice of the SGM, and a form of proxy are expected to be despatched to the Shareholders on or before 30 November 2016 as more time is required for the preparation of the information for inclusion in the circular.

DEFINITIONS

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

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| “Acquisitions” | the acquisitions of shares summarised in the section headed “Acquisitions and Disposals – The Acquisitions” in this announcement |
| “Board” | the board of Directors |
| “BVI” | the British Virgin Islands |
| “Capital VC” | Capital VC Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2324) |
| “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 |
| “connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Convoy” | Convoy Global Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1019) |
| “Director(s)” | the director(s) of the Company |
| “Discloseable Disposals” | the disposals of shares of IE China, Target, Capital VC and Triton Capital SPC summarised in the section headed “Acquisitions and Disposals – The Disposals” in this announcement |
| “Disposals” | the disposals of shares summarised in the section headed “Acquisitions and Disposals – The Disposals” in this announcement |
| “DX” | DX.com Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8086) |

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| “Finsoft” | Finsoft Financial Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8018) |
| “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 PRC |
| “IE China” | Interactive Entertainment China Cultural Technology Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8081) |
| “Independent Third Parties” | third parties independent of the Company and its connected persons |
| “Perfect Growth” | 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 |
| “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 |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SGM” | a special general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving, confirming and ratifying the DX Disposals and the Tianyun Disposals and the transactions contemplated thereunder |
| “Shareholder(s)” | holder(s) of the share(s) in the share capital of the Company |

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| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Target” | Target Insurance (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6161) |
| “Tianyun” | Tianyun International Holdings Limited, a company incorporated in the BVI with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6836) |
| “Triton Capital SPC” | Triton Capital SPC-SP#1, a company incorporated in the Cayman Islands, a non-listed fund |

In this announcement, amounts denominated in RMB have been converted into HK\$ at the rate of RMB0.83 = HK\$1.00. Such exchange rate is for illustration purpose only and does not constitute representations that any amount in HK\$ or RMB has 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, 28 October 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.