

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Get Nice Holdings.*



**HONEYLINK AGENTS LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

**GET NICE HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 0064)**

**JOINT ANNOUNCEMENT  
DESPATCH OF GNH COMPOSITE DOCUMENT  
IN RELATION TO  
MANDATORY CONDITIONAL CASH OFFERS BY  
GET NICE SECURITIES LIMITED  
FOR AND ON BEHALF OF THE OFFEROR  
TO ACQUIRE ALL ISSUED SHARES OF  
GET NICE HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE  
ACQUIRED BY THE OFFEROR AND  
PARTIES ACTING IN CONCERT WITH IT) AND  
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF  
GET NICE HOLDINGS LIMITED**

**Financial Adviser to the Offeror**

**VEDA | CAPITAL**  
**智 略 資 本**

**Independent Financial Adviser to the Independent Board Committee of  
Get Nice Holdings Limited**

**六福金融**  
**LUKFOOK FINANCIAL**

References are made to (i) the announcements dated 16 September 2020, 24 September 2020 and 7 October 2020 jointly issued by the Offeror, Get Nice Holdings and Get Nice Financial; and (ii) the composite document jointly issued by the Offeror and Get Nice Holdings dated 23 October 2020 (the “**GNH Composite Document**”), in relation to, among other things, the GNH Offers. Capitalised terms used herein shall have the same meanings as those defined in the GNH Composite Document, unless the context requires otherwise.

**DESPATCH OF THE GNH COMPOSITE DOCUMENT**

The GNH Composite Document containing, among other things, (i) details of the GNH Offers (including the expected timetable); (ii) the letter from Get Nice Securities containing, among other things, details of the GNH Offers; (iii) the letter from the GNH Board; (iv) the letter from the GNH Independent Board Committee containing its recommendation to the GNH Independent Shareholders and the GNH Optionholders in respect of the terms of the GNH Offers and as to the acceptance of the GNH Offers; (v) the letter from the GNH Independent Financial Adviser containing its advice and recommendation to the GNH Independent Board Committee in relation to the GNH Offers; and (vi) the Forms of Acceptance, has been despatched to the GNH Shareholders and GNH Optionholders on 23 October 2020 in accordance with the Takeovers Code.

**EXPECTED TIMETABLE**

*The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and Get Nice Holdings as and when appropriate. Unless otherwise specified, all the time and date references contained in this joint announcement refer to Hong Kong time and dates.*

<b>Event</b>	<b>Time &amp; Date 2020</b>
Despatch date of the GNH Composite Document and the accompany Forms of Acceptance and the commencement date of the GNH Offers ( <i>note 1</i> ) . . . . .	Friday, 23 October
Latest time and date for acceptance of the GNH Offers on the GNH First Closing Date ( <i>note 2</i> ). . . . .	by 4:00 p.m. on Friday, 13 November
GNH First Closing Date ( <i>note 3</i> ). . . . .	Friday, 13 November
Announcement of the results of the GNH Offers as at the GNH First Closing Date to be posted on the website of the Stock Exchange . . . . .	by 7:00 p.m. on Friday, 13 November

Latest date for posting of remittances in respect of valid acceptances received under the GNH Offers on or before the GNH First Closing Date (assuming the GNH Share Offer becomes or is declared unconditional on the GNH First Closing Date) (*note 4*) . . . . . Tuesday, 24 November

Latest time and date for the GNH Offers remaining open for acceptance (assuming the GNH Share Offer becomes or is declared unconditional on the GNH First Closing Date) (*note 5*) . . . . .by 4:00 p.m.  
Friday, 27 November

GNH Final Closing Date (assuming the GNH Share Offer becomes or is declared unconditional on the GNH First Closing Date) (*notes 3 and 5*) . . . . .Friday, 27 November

Announcement of the result of the GNH Offers as at the GNH Final Closing Date to be posted on the website of the Stock Exchange . . . . . By 7:00 p.m.  
Friday, 27 November

Latest date for posting of remittances in respect of valid acceptances received under the GNH Offers on or before the GNH Final Closing Date, being the latest date on which the GNH Offers remain open for acceptances (assuming the GNH Share Offer becomes or is declared unconditional on the GNH First Closing Date) (*note 4*) . . . . .Tuesday, 8 December

Latest time and date by which the GNH Share Offer can become or be declared unconditional as to acceptances (*note 6*) . . . . .by 7:00 p.m.  
Tuesday, 22 December

*Notes:*

1. The GNH Offers, which are conditional, are open for acceptance on and from Friday, 23 October 2020, being the date of posting of the GNH Composite Document, and is capable of acceptance on and from that date until the close of the Offer Period.
2. Beneficial owners of the GNH Shares who hold their GNH Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the GNH Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. The GNH Offers will initially remain open for acceptances until 4:00 p.m. on Friday, 13 November 2020 unless the Offeror revises or extends the GNH Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the GNH Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the GNH Offers, which will state either the next GNH Closing Date or a statement that the GNH Offers will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the GNH Offers are closed to those GNH Independent Shareholders who have not accepted the GNH Share Offer and those GNH Optionholders who have not accepted the GNH Option Offer.
4. Subject to the GNH Share Offer becoming unconditional, remittances in respect of the cash consideration in respect of acceptances of the GNH Offers will be made as soon as possible but in any event within seven (7) Business Days of the later of (i) the date on which the GNH Share Offer becomes, or is declared, unconditional; and (ii) the date on which the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent) to render each such acceptance complete and valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.
5. In accordance with the Takeovers Code, where the GNH Share Offer becomes or is declared unconditional in all respects, the GNH Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the GNH Offers are closed. The Offeror has the right, subject to the Takeovers Code, to extend the GNH Offers until such date as it may determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue an announcement in relation to any extension of the GNH Offers, which will state the next closing date or, if the GNH Share Offer has become or are at that time unconditional, that the GNH Offers will remain open until further notice.
6. In accordance with the Takeovers Code, except with the consent of the Executive, the GNH Share Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on Tuesday, 22 December 2020, being the 60th day after the day the GNH Composite Document is posted. Accordingly, unless the GNH Share Offer has previously become unconditional as to acceptances, the GNH Offers will lapse on Tuesday, 22 December 2020 unless extended with the consent of the Executive and in accordance with the Takeovers Code.
7. If there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning":
  - (i) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the GNH Offers and the latest date for posting of remittances for the amounts due under the GNH Offers in respect of valid acceptances, the latest time for acceptance of the GNH Offers will remain at 4:00 p.m. on the same Business Day and the posting of remittances will remain on the same Business Day; or
  - (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the GNH Offers and the latest date for posting of remittances for the amounts due under the GNH Offers in respect of valid acceptances, the latest time for acceptance of the GNH Offers will be rescheduled to 4:00 p.m. on the following Business Day and the posting of remittances will be rescheduled on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

Save as mentioned above, if the latest time for the acceptance of the GNH Offers do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and Get Nice Holdings will notify the GNH Independent Shareholders and the GNH Optionholders by way of announcement(s) of any change in the expected timetable as soon as possible.

## **WARNING**

**The GNH Directors make no recommendation as to the fairness or reasonableness of the GNH Offers or as to the acceptance of the GNH Offers in this joint announcement, and strongly recommend the GNH Independent Shareholders not to form a view on the GNH Offers unless and until they have received and read the GNH Composite Document, including the letter from the GNH Independent Board Committee and the letter from the GNH Independent Financial Adviser.**

**GNH Shareholders and potential investors of Get Nice Holdings should note that the GNH Offers are subject to the satisfaction of the Condition. Accordingly, the GNH Offers may or may not become unconditional. GNH Shareholders and potential investors of Get Nice Holdings are advised to exercise extreme caution when dealing in the GNH Shares, and if they are in any doubt about their positions, they should consult their professional advisers.**

For and on behalf of  
**Honeylink Agents Limited**  
**Hung Hon Man**  
*Director*

By order of the board of  
**Get Nice Holdings Limited**  
**Kam, Eddie Shing Cheuk**  
*Executive GNH Director*

Hong Kong, 23 October 2020

*As at the date of this joint announcement, the GNH Board comprises (i) Mr. Hung (chairman and chief executive officer), Mr. Cham Wai Ho, Anthony (deputy chairman) and Mr. Kam, Eddie Shing Cheuk as executive GNH Directors; and (ii) Mr. Man Kong Yui, Mr. Sun Ka Ziang, Henry and Mr. Siu Hi Lam, Alick as independent non-executive GNH Directors. The GNH Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and its Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Hung is the sole director of the Offeror. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement, and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the GNH Directors (in their capacity as the GNH Directors) other than Mr. Hung) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text.*