

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 or Get Nice Financial.

HONEYLINK AGENTS LIMITED

(Incorporated in the British Virgin Islands with limited liability)



GET NICE HOLDINGS LIMITED

結好控股有限公司

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



GET NICE FINANCIAL GROUP LIMITED

結好金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1469)

JOINT ANNOUNCEMENT

- (1) THE GNH OFFERS HAVING BECOME UNCONDITIONAL
IN ALL RESPECTS;
(2) SATISFACTION OF THE PRE-CONDITION OF
THE GNF OFFER;
AND
(3) DELAY IN DESPATCH OF GNF COMPOSITE DOCUMENT**

Financial Adviser to the Offeror

VEDA | CAPITAL
智 略 資 本

(1) THE GNH OFFERS

ACCEPTANCES OF THE GNH OFFERS

As at 4:00 p.m. on 6 November 2020, the Offeror had received valid acceptances (and where permitted, not withdrawn) in respect of (i) 2,154,095,431 GNH Shares pursuant to the GNH Share Offer, representing approximately 22.29% of the issued share capital and voting rights of Get Nice Holdings as at the date of this joint announcement; and (ii) none of the GNH Options pursuant to the GNH Option Offer.

THE GNH OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS

As a result of such valid acceptances of the GNH Share Offer, which together with the GNH Shares acquired or agreed to be acquired before or during the GNH Offers will result in the Offeror and its Concert Parties holding 5,062,755,305 GNH Shares representing approximately 52.39% of the voting rights of Get Nice Holdings, the Offeror announces that the condition as set out in the section headed “Condition of the GNH Offers” in the “Letter from Get Nice Securities” in the GNH Composite Document has accordingly been fulfilled. The GNH Offers have become unconditional in all respects on 6 November 2020.

THE GNH OFFERS TO REMAIN OPEN FOR ACCEPTANCE

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the GNH Offers must remain open for acceptance for at least 14 days after the GNH Offers become unconditional in all respects, but in any case, at least 21 days following 23 October 2020, the despatch date of the GNH Composite Document. As such, the Offeror hereby announces that the GNH Offers will remain open for acceptance until 4:00 p.m. on 20 November 2020 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code). Further announcement on the results of the GNH Offers will be made in accordance with Rule 19.1 of the Takeovers Code.

(2) THE GNF OFFER

MANDATORY UNCONDITIONAL GNF OFFER

As disclosed in the Joint Announcement, the GNF Offer is subject to the pre-condition of the GNH Share Offer becoming or being declared unconditional in all respects. As disclosed above, the GNH Share Offer has become unconditional on 6 November 2020. Accordingly, the Offeror is required to make (or procure to be made on its behalf) an unconditional mandatory cash offer to acquire all of the GNF Shares not already owned or agreed to be acquired by the Offeror, Get Nice Holdings or their respective subsidiaries.

The Offeror and Get Nice Financial will combine the offer document and the offeree board circular into the GNF Composite Document, containing amongst others, details of the GNF Offer, accompanied by the relevant form of acceptance, and incorporating the recommendation from the GNF Independent Board Committee and the letter from the GNF Independent Financial Adviser in respect of the GNF Offer.

(3) DELAY IN DESPATCH OF GNF COMPOSITE DOCUMENT

The Offeror has applied to the Executive for its consent under Rule 8.2 of the Takeovers Code for an extension to despatch the GNF Composite Document and the accompanying form of acceptance on or before 30 November 2020. The Executive has indicated that it is minded to grant such consent.

References are made to (i) the announcements dated 16 September 2020 (the “**Joint Announcement**”), 24 September 2020 and 7 October 2020 respectively jointly issued by the Offeror, Get Nice Holdings and Get Nice Financial in relation to, among other things, the GNH Offers and the GNF Offer; and (ii) the composite offer 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.

(1) THE GNH OFFERS

ACCEPTANCES OF THE GNH OFFERS

As at 4:00 p.m. on 6 November 2020, the Offeror had received valid acceptances (and where permitted, not withdrawn) in respect of (i) 2,154,095,431 GNH Shares pursuant to the GNH Share Offer, representing approximately 22.29% of the issued share capital and voting rights of Get Nice Holdings as at the date of this joint announcement; and (ii) none of the GNH Options pursuant to the GNH Option Offer.

Immediately before 16 September 2020 (being the commencement date of the Offer Period), the Offeror and its Concert Parties held, controlled or directed 2,898,049,874 GNH Shares, representing approximately 29.99% of the issued share capital of Get Nice Holdings as at the date of the Joint Announcement.

Save as disclosed above and save for the following transactions, during the Offer Period, none of the Offeror or its Concert Parties: (i) held, controlled or directed any GNH Shares and rights over GNH Shares before the Offer Period; (ii) has acquired or agreed to acquire any GNH Shares, other securities of Get Nice Holdings or rights over GNH Shares during the Offer Period; or (iii) has borrowed or lent any GNH Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Get Nice Holdings during the Offer Period (save for any borrowed GNH Shares or such relevant securities which have been either on-lent or sold):

Date of transactions	Name	No. of GNH Shares purchased	Approx. % of the entire issued share capital of Get Nice Holdings	Transaction Price per GNH Share
24 September 2020	The Offeror	500,000	0.005%	HK\$0.166
		2,874,000	0.030%	HK\$0.167
25 September 2020	The Offeror	3,000,000	0.031%	HK\$0.167
12 October 2020	The Offeror	1,804,000	0.019%	HK\$0.168
19 October 2020	The Offeror	624,000	0.006%	HK\$0.168
20 October 2020	The Offeror	<u>1,808,000</u>	0.019%	HK\$0.168
Total		<u><u>10,610,000</u></u>	0.110%	

As at the date of this joint announcement, the Offeror and its Concert Parties collectively hold a total of 2,908,659,874 GNH Shares, representing approximately 30.10% of the issued share capital of Get Nice Holdings.

THE GNH OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS

As a result of such valid acceptances of the GNH Share Offer, which together with the GNH Shares acquired or agreed to be acquired before or during the GNH Offers will result in the Offeror and its Concert Parties holding 5,062,755,305 GNH Shares representing approximately 52.39% of the voting rights of Get Nice Holdings, the Offeror announces that the condition as set out in the section headed “Condition of the GNH Offers” in the “Letter from Get Nice Securities” in the GNH Composite Document has accordingly been fulfilled. The GNH Offers have become unconditional in all respects on 6 November 2020.

THE GNH OFFERS TO REMAIN OPEN FOR ACCEPTANCE

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the GNH Offers must remain open for acceptance for at least 14 days after the GNH Offers become unconditional in all respects, but in any case, at least 21 days following 23 October 2020, the despatch date of the GNH Composite Document. As such, the Offeror hereby announces that the GNH Offers will remain open for acceptance until 4:00 p.m. on 20 November 2020 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code). Further announcement on the results of the GNH Offers will be made in accordance with Rule 19.1 of the Takeovers Code.

GNH Shareholders are advised to refer to the GNH Composite Document and the accompanying Forms of Acceptance for details of acceptance procedures if they wish to accept the GNH Offers.

SETTLEMENT OF THE GNH OFFERS

Remittances in respect of the cash consideration in respect of acceptances of the GNH Offers will be despatched to the accepting GNH Independent Shareholders (to the address specified on the relevant GNH Independent Shareholder's Forms of Acceptance) by ordinary post at their own risk 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, being 6 November 2020; 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.

(2) THE GNF OFFER

MANDATORY UNCONDITIONAL GNF OFFER

As at the date of this joint announcement, (i) the Offeror holds approximately 30.10% of the voting rights in Get Nice Holdings, which holds approximately 72.99% of the voting rights in Get Nice Financial; and (ii) the Offeror holds approximately 2.01% of the voting rights in Get Nice Financial.

As disclosed in the Joint Announcement, the GNF Offer is subject to the pre-condition of the GNH Share Offer becoming or being declared unconditional in all respects. As disclosed above, the GNH Share Offer has become unconditional on 6 November 2020. Accordingly, the Offeror is required to make (or procure to be made on its behalf) an unconditional mandatory cash offer to acquire all of the GNF Shares not already owned or agreed to be acquired by the Offeror, Get Nice Holdings or their respective subsidiaries.

The Offeror and Get Nice Financial will combine the offer document and the offeree board circular into the GNF Composite Document, containing amongst others, details of the GNF Offer, accompanied by the relevant form of acceptance, and incorporating the recommendation from the GNF Independent Board Committee and the letter from the GNF Independent Financial Adviser in respect of the GNF Offer.

(3) **DELAY IN DESPATCH OF GNF COMPOSITE DOCUMENT**

The Executive has granted its consent to extend the deadline for the despatch of the GNF Composite Document to 31 December 2020 or within seven (7) days from the date on which the GNH Share Offer becoming or being declared unconditional in all respects, whichever is earlier.

Following the GNH Offers having become unconditional, the GNF Composite Document would have to be despatched on or before 13 November 2020. However, given that,

- (i) Get Nice Financial is expected to publish its interim results announcement (the “**GNF Interim Results Announcement**”) for the six months ended 30 September 2020 on 23 November 2020 such that a blackout period has already commenced and will end on the publication date of the GNF Interim Results Announcement; and
- (ii) Pursuant to Rule A3(a)(ii) of the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules, the Offeror and/or Mr. Hung (being the owner of the entire issued share capital of the Offeror and the non-executive director of Get Nice Financial), must not deal in any securities of Get Nice Financial (which include the despatch of the GNF Composite Document) during the period of 30 days immediately preceding the publication date of the GNF Interim Results Announcement,

in the circumstances and in compliance with the Model Code, the GNF Composite Document cannot be despatched during the blackout period.

The Offeror has applied to the Executive for its consent under Rule 8.2 of the Takeovers Code for an extension to despatch the GNF Composite Document and the accompanying form of acceptance on or before 30 November 2020. The Executive has indicated that it is minded to grant such consent.

Further announcement(s) will be made as and when appropriate in compliance with the Takeovers Code.

WARNINGS

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.

GNF Shareholders and potential investors of Get Nice Financial are advised to exercise extreme caution when dealing in the GNF 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

By order of the board of
**Get Nice Financial Group
Limited**
Hung Sui Kwan
Executive GNF Director

Hong Kong, 6 November 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 GNF Group) 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 GNF Directors) 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, the GNF Board comprises (i) Mr. Shum Kin Wai, Frankie (managing director) and Mr. Hung Sui Kwan (chief executive officer) as executive GNF Directors; (ii) Mr. Hung as non-executive GNF Director; and (iii) Ms. Ng Yau Kuen, Carmen, Mr. Cheung Chi Kong, Ronald and Mr. Chan Ka Kit as independent non-executive GNF Directors. The GNF Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the GNH Group (excluding the GNF Group)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the GNH Directors) 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 and GNF Directors (in their capacity as the GNH Directors and GNF 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.