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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)

JOINT ANNOUNCEMENT

- (1) CLOSE OF THE GNH OFFERS;**
- (2) RESULTS OF THE GNH OFFERS; AND**
- (3) SETTLEMENT OF THE GNH OFFERS**

Financial Adviser to the Offeror

VEDA | CAPITAL
智 略 資 本

References are made to (i) the announcements dated 16 September 2020 (the “**Joint Announcement**”), 24 September 2020, 7 October 2020 and 6 November 2020 (the “**Unconditional Announcement**”) 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.

CLOSE OF THE GNH OFFERS

As disclosed in the Unconditional Announcement, the GNH Offers have become unconditional in all respects on 6 November 2020.

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. The Offeror and Get Nice Holdings jointly announce that the GNH Offers were closed at 4:00 p.m. on 20 November 2020 and were not revised or extended.

RESULTS OF THE GNH OFFERS

As at 4:00 p.m. (being the latest time for acceptance of the GNH Offers) on 20 November 2020, the Offeror had received valid acceptances (and where permitted, not withdrawn) in respect of (i) 3,016,643,998 GNH Shares pursuant to the GNH Share Offer (the “**GNH Acceptance Shares**”), representing approximately 31.22% of the issued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, 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%	

Taking into account the GNH Acceptance Shares and the GNH Shares already owned by the Offeror and its Concert Parties, the Offeror and its Concert Parties are interested in a total of 5,925,303,872 GNH Shares, representing approximately 61.32% of the issued share capital of Get Nice Holdings as at the date of this joint announcement.

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.

The latest date of posting of remittances for the amounts due in respect of valid acceptances received under the GNH Offers on the GNH Closing Date is 1 December 2020.

SHAREHOLDING STRUCTURE OF GET NICE HOLDINGS

Set out below is the shareholding structure of Get Nice Holdings (i) immediately prior to the commencement of the Offer Period on 16 September 2020; and (ii) immediately after the close of the GNH Offers and as at the date of this joint announcement (assuming due registration by the Registrar of the transfer of the GNH Acceptance Shares tendered under the GNH Offers had been completed).

	(i) Immediately prior to the commencement of the Offer Period on 16 September 2020		(ii) Immediately after the close of the GNH Offers and as at the date of this joint announcement	
	<i>Number of GNH Shares</i>	<i>Approximate %</i>	<i>Number of GNH Shares</i>	<i>Approximate %</i>
The Offeror	2,898,049,874	29.99	5,925,303,872	61.32
Public Shareholders	6,764,656,064	70.01	3,737,402,066	38.68
Total:	<u>9,662,705,938</u>	<u>100.00</u>	<u>9,662,705,938</u>	<u>100.00</u>

PUBLIC FLOAT

Immediately after the close of the GNH Offers and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the GNH Acceptance Shares, an aggregate of 3,737,402,066 GNH Shares, representing approximately 38.68% of the total issued share capital of Get Nice Holdings as at the date of this joint announcement, are held by the public (within the meaning of the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is satisfied.

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.

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, 20 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 and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.