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GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

DISCLOSEABLE TRANSACTION PROPOSED AMENDMENT OF THE TERMS AND CONDITIONS OF THE NOTES

Reference is made to the announcement of the Company dated 15 December 2016 (“**Announcement**”) in relation to the Notes subscription in which the Subscriber has subscribed the Notes at a consideration of HK\$450,000,000. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

As at the date of this announcement, the Notes held by the Subscriber were amounted to HK\$450,000,000 which should be redeemed by the Issuer on 17 December 2018 (“**Maturity Date**”).

On 13 December 2018 (after trading hours), the Issuer executed the supplemental deed (“**Supplemental Deed**”) by way of deed poll pursuant to which the Issuer proposed to amend certain terms and conditions of the notes (“**Amendment**”) issued by the Issuer. The Issuer and the Subscriber, among others, also executed the confirmation (“**Confirmation**”) to which the Subscriber consented and agreed the Amendments, subject to the partial redemption of the Notes amounting to HK\$150,000,000 on the Maturity Date. The remaining Notes held by the Subscriber after the partial redemption will be amounted to HK\$300,000,000 (“**Remaining Notes**”).

Major terms of the Amendments are set out below:

- (i) extension of the maturity date of the Remaining Notes to 16 December 2020;
- (ii) increase in interest rate of the Remaining Notes to 9.5% per annum for the third year and 10% per annum for the fourth year;

- (iii) the Issuer having the right to early redeem the Remaining Notes in whole or in part (and if in part, in minimum amount of HK\$10,000,000 or an integral multiple of HK\$1,000,000 and such early redemption shall be pro rata to the outstanding principal amount of the notes held by the holders at the relevant early redemption date) at 100% of the principal amount thereof outstanding, together with interest accrued and unpaid at the date fixed for redemption on the third anniversary of the issue date of the Notes and/or 16 June 2020; and
- (iv) the consequential amendments to the original instrument of the Notes.

The Issuer is a company incorporated in Hong Kong with limited liability whose shares are listed on the main board of the Stock Exchange. The Issuer and its subsidiaries are engaged in the business of investments in securities, trading and money lending as well as securities brokerage. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Issuer and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Having considered the increase on the interest rate per annum and the steady return from holding the Remaining Notes, the Board considers that the Supplemental Deed and the Confirmation are entered into on normal commercial terms, and the terms of the Supplemental Deed and the Confirmation are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As certain of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the transaction contemplated under the Supplemental Deed and the Confirmation is more than 5% but is below 25%, the transaction contemplated under the Supplemental Deed and the Confirmation constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is subject to the reporting and announcement requirements but exempt from the circular and Shareholder's approval under the Listing Rules.

By Order of the Board
Get Nice Holdings Limited
Hung Hon Man
Chairman

Hong Kong, 13 December 2018

As at the date of this announcement, the executive directors of the Company are Mr. Hung Hon Man (Chairman and Chief Executive Officer), Mr. Cham Wai Ho, Anthony (Deputy Chairman) and Mr. Kam Leung Ming; and the independent non-executive directors of the Company are Mr. Man Kong Yui, Mr. Sun Ka Ziang, Henry and Mr. Siu Hi Lam, Alick.