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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)

MEMORANDUM OF UNDERSTANDING IN RELATION TO A SET UP OF A JOINT VENTURE AND GRANT OF SHARE OPTIONS

Set up a joint venture

On 16 January 2019, GWHL and SRC entered into the MOU with the purpose of establishing a joint venture to develop the IR Project in Japan.

Grant of share options under the Share Option Scheme

On 16 January 2019, the Company granted 289,800,000 share options to certain eligible grantees under the Share Option Scheme.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Insider Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.06A of the Listing Rules.

MAJOR TERMS OF THE MOU

Date

16 January 2019

Parties

(A) Genius Wise Holdings Limited

(B) Shotoku Rinaldo Corporation

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, SRC is an independent third party and not connected with the Company and its connected persons (as defined under the Listing Rules).

The proposed cooperation under the MOU

The MOU is intended to establish a joint venture between the parties with an aim to develop the IR Project, through obtaining the integrated resort license at Makinorhara-Shi Municipality, Shizuoka Prefecture, Japan.

The IR Project is featuring hotels, casinos, restaurants, shops, entertainment facilities and convention centers with approximately 400,000 square meters total floor area.

Background of SRC

SRC and its beneficial owners have long been conducting business in Japan engaged in healthcare, medical equipment, agricultural products as well as gaming related business in Asia. SRC is seeking the possibility of obtaining government permission and approval of having rights to operate holiday resorts in Japan.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the election committee of Integrated Resort office of Makinohara-Shi, Shizuoka Prefecture, Japan has officially issued the letter of confirmation to SRC on 3 October 2018 and SRC is the only candidate nominated by the committee to submit and present the IR Project (including a casino business) in Makinohara-Shi to the state government of Japan.

Reasons for entering into the MOU

The Directors consider that entering into the MOU not only in line with the Company's strategy to diversify its overseas business but also is complement to enhance the Company's properties development segment. The Group is expected to benefit through the combination of our extensive experience in operating integrated entertainment complex in Macau in previous years together with the expertise and local network of SRC in developing the IR Project in Japan. Such integration will bring in a new business segment and will add a new revenue stream for the Group in a long run.

As the set up of the joint venture and the development of the IR Project may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

GRANT OF SHARE OPTIONS

The Directors hereby announce that on 16 January 2019, options (the “Option(s)”) to subscribe for a total of 289,800,000 Shares were granted pursuant to the Share Option Scheme to certain eligible participants (as defined in the rules of the Share Option Scheme). Details of the Options granted are as follows:

Date of grant: 16 January 2019

Name of the grantee: Mr. Tamotsu Suzuki

Exercise price of share options granted: HK\$0.26 per Share

Number of share options granted: 96,600,000 share options

Closing price of the Share on the date of grant: HK\$0.255 per Share

Validity period of the share options: Within two years from 16 January 2019 to 15 January 2021 (both dates inclusive)

Date of grant: 16 January 2019

Name of the grantee: Ms. Yoko Hoshikawa

Exercise price of share options granted: HK\$0.26 per Share

Number of share options granted: 96,600,000 share options

Closing price of the Share on the date of grant: HK\$0.255 per Share

Validity period of the share options: Within two years from 16 January 2019 to 15 January 2021 (both dates inclusive)

Date of grant: 16 January 2019

Name of the grantee: Mr. Lung Hon Lui

Exercise price of share options granted: HK\$0.26 per Share

Number of share options granted: 96,600,000 share options

Closing price of the Share on the date of grant: HK\$0.255 per Share

Validity period of the share options: Within two years from 16 January 2019 to 15 January 2021 (both dates inclusive)

None of the grantees of the share options is a director, a chief executive or a substantial shareholder of the Company, nor an associate (as defined in the Listing Rules) of any of them.

Each Option shall entitle the holder of the Options to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$0.26 per Share, which represents the highest of (i) the closing price of HK\$0.255 per Share as stated in the daily quotation sheets issued by the Stock Exchange on 16 January 2019, being the date of grant; (ii) the average closing price of HK\$0.254 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Share.

The holders of the Options are either the shareholders of SRC or consultant in-charge of the IR Project. By offering Options, the Company intends to provide the grantees with additional performance incentives and encourage them to devote their best efforts to the success of the IR Project, thereby advancing the interests of the Company and its Shareholders.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Company”	Get Nice Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	Director(s) of the Company
“GWHL”	Genius Wise Holdings Limited, an indirect wholly owned subsidiary of the Company
“IR Project”	subject to the grant of the integrated resort license, the integrated resort project to be developed featuring hotels, casinos, restaurants, shops, entertainment facilities and convention centers with approximately 400,000 square meters total floor area which will be located in Makinorhara-Shi Municipality, Shizuoka Prefecture, Japan.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	memorandum of understanding signed between GWHL and SRC on 16 January 2019
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 24 August 2012
“SRC”	Shotoku Rinaldo Corporation, a limited company incorporated in Japan whose beneficial owners are independent third parties of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 16 January 2019

As at the date of this announcement, the executive Directors 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.