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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 INVOLVING THE PROVISION OF LOAN FACILITY

SUMMARY

On 29 August 2019, Get Nice Finance (an indirect, wholly-owned subsidiary of the Company) entered into the Loan Agreement with the Borrower pursuant to which Get Nice Finance (as the Lender) has agreed to provide the Borrower the Loan Facility in the amount of maximum up to HK\$230,000,000.

Given that the highest of the relevant percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan Facility under the Loan Agreement exceeds 5% but below 25%, the entering into the Loan Agreement constitutes a discloseable transaction for the Company pursuant to Rules 14.06(2) of the Listing Rules.

On 29 August 2019, Get Nice Finance (an indirect, wholly-owned subsidiary of the Company) entered into the Loan Agreement with the Borrower in respect of the provision of the Loan Facility on the principal terms as summarized below:

LOAN AGREEMENT

Date	:	29 August 2019
Lender	:	Get Nice Finance
Borrower	:	A customer of the Lender
Principal amount of the Loan Facility	:	Maximum up to HK\$230,000,000

Loan period	:	Three months
Security	:	A share charge on the Pledged Shares held by the Borrower. At the date of the Loan Agreement, the market value of the Pledged Shares is approximately HK\$990 million
Guarantors	:	(i) The Corporate Guarantor, being the holding company of the Borrower; and (ii) The Guarantor, being an individual who is the controlling shareholder of the Corporate Guarantor
Interest rate	:	21% per annum
Repayment	:	The Borrower agrees to pay to the Lender monthly interest accrued on the principal amount at the interest rate during the respectively month on the day of drawdown in each and every calendar month commencing from the month immediately after drawdown until full repayment of the principal amount The Borrower shall repay the loan and interest accrued thereon in full on or before 29 November 2019
Early prepayment	:	The Borrower may repay the principal amount to the Lender before the maturity day by giving one week prior written notice to the Lender and by paying the balance of interest accrued on the principal amount at the interest rate from the date of lending the principal amount to the date of full repayment.

INFORMATION ON THE BORROWER

The Borrower is a company incorporated in British Virgin Island with limited liability and a wholly owned subsidiary of the Corporate Guarantor. The principal activity of the Borrower is investment holding of approximately 62% of the total issued shares of the Listed Subsidiary. The Corporate Guarantor and its subsidiaries (“Borrower’s Group”) are engaged in solar industry and operation of solar projects. According to the latest audited financial statements of the Borrower’s Group for the year ended 31 December 2018, the net assets values of the Borrower’s Group as at 31 December 2018 are approximately RMB26 billion.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Borrower, the Guarantor and the Corporate Guarantor and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF ENTERING INTO OF THE LOAN AGREEMENT

The Lender holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and its principal business activity is the provision of money lending services.

The terms of the Loan Agreement were arrived at after arm's length negotiation between the Lender and the Borrower. The Directors are of the view that the granting of the Loan Facility are transactions carried out by the Lender as part of its ordinary and usual course of business. Having considered the sound financial backgrounds of the Borrower, the Guarantor and the Corporate Guarantor, market value of the Pledged Shares, the interest income generated and the relatively short term nature of the Loan Facility, the Directors are of the view that the terms of the Loan Agreement are on normal commercial terms, fair and reasonable and are in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE GROUP

The Company is an investment holding company.

The principal activities of the Group are (i) money leading, (ii) property holding, (iii) property agency, (iv) investment in financial instruments; and (v) the provision of financial services, including securities dealing and broking, futures and options broking, securities margin financing and corporate finance services.

LISTING RULES IMPLICATIONS

The granting of the Loan Facility is a financial assistance provided by the Company within the meaning of the Listing Rules.

Given that the highest of the relevant percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan Facility under the Loan Agreement exceeds 5% but below 25%, the entering into the Loan Agreement constitutes a discloseable transaction for the Company pursuant to Rules 14.06(2) of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the meanings set out below:

“Board”	the board of Directors
“Borrower”	the borrower under the Loan Agreement
“Company”	Get Nice Holdings Limited (結好控股有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange (stock code: 64)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Guarantor”	a company incorporated in Cayman Island with limited liability which is the holding company of the Borrower, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Get Nice Finance”	Get Nice Finance Company Limited (結好財務有限公司), a company incorporated in Hong Kong with limited liability and an indirect, wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries from time to time
“Guarantor”	the controlling shareholder of the Corporate Guarantor
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listed Subsidiary”	a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Lender”	Get Nice Finance, a licensed money lender under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
“Loan Agreement”	the loan facility agreement dated 29 August 2019 entered into between the Lender and the Borrower in respect of the provision of the Loan Facility
“Loan Facility”	a loan facility for maximum amount up to HK\$230,000,000 granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement
“Pledged Shares”	20% of the total issued shares of the Listed Subsidiary
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 29 August 2019

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.