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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)



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) VOLUNTARY CONDITIONAL CASH OFFERS BY
GET NICE SECURITIES LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL ISSUED SHARES OF
GET NICE HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT) AND
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF
GET NICE HOLDINGS LIMITED**
- (2) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER BY
GET NICE SECURITIES LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL ISSUED SHARES OF
GET NICE FINANCIAL GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY THE OFFEROR, GET NICE HOLDINGS OR THEIR
RESPECTIVE SUBSIDIARIES)**
- (3) RESUMPTION OF TRADING**

Financial Adviser to the Offeror

VEDA | CAPITAL
智 略 資 本

**Independent Financial Adviser to the
Independent Board Committee of
Get Nice Holdings Limited**

六福金融
LUKFOOK FINANCIAL

**Independent Financial Adviser to the
Independent Board Committee of
Get Nice Financial Group Limited**

Shinco Capital
昇 豪 資 本

(1) VOLUNTARY CONDITIONAL CASH OFFERS OF GET NICE HOLDINGS

The GNH Share Offer

The Offeror and Get Nice Holdings hereby jointly announce that Get Nice Securities, for and on behalf of the Offeror, will make a voluntary conditional cash offer to acquire all the GNH Offer Shares on the following basis:

For each GNH Offer Share HK\$0.17 in cash

The GNH Option Offer

As at the date of this joint announcement, there are 289,800,000 GNH Options outstanding which may confer rights to the GNH Optionholders to subscribe for the GNH Shares at the exercise price of HK\$0.26 which is above the GNH Share Offer Price. As a result, all the GNH Options are out-of-money and the GNH Option Offer will be made at nominal value as follows:

For cancellation of each GNH Option HK\$0.0001 in cash

As at the date of this joint announcement, there are 9,662,705,938 GNH Shares in issue and 289,800,000 GNH Options outstanding. Save for the aforesaid, Get Nice Holdings has no other outstanding GNH Shares, options, warrants, derivatives, other securities that are convertible or exchangeable into GNH Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Condition of the GNH Offers

The GNH Offers are conditional upon valid acceptances of the GNH Share Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the GNH Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of GNH Shares which, together with the GNH Shares acquired or agreed to be acquired before or during the GNH Share Offer, would result in the Offeror and its Concert Parties holding more than 50% of the voting rights in Get Nice Holdings.

In accordance with Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the GNH Share Offer becomes unconditional. The GNH Offers must also remain open for acceptance for at least fourteen (14) days after the GNH Share Offer becomes unconditional in all respects. GNH Shareholders and GNH Optionholders are reminded that the Offeror does not have any obligation to keep the GNH Offers open for acceptance beyond this 14-day period.

Value of the GNH Offers

As at the date of this joint announcement, the Offeror and its Concert Parties collectively hold a total of 2,898,049,874 GNH Shares, representing approximately 29.99% of the issued share capital of Get Nice Holdings. Save for the aforesaid, the Offeror and its Concert Parties do not hold, own, control or have direction over any GNH Shares or voting rights of Get Nice Holdings or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Assuming that there is no change in the issued share capital of Get Nice Holdings up to the close of the GNH Share Offer, a total of 6,764,656,064 issued GNH Shares (representing the GNH Shares not already owned or agreed to be acquired by the Offeror and its Concert Parties) will be subject to the GNH Share Offer, and the maximum cash consideration payable by the Offeror under the GNH Share Offer would be approximately HK\$1,149,991,531.

As at the date of this joint announcement, Get Nice Holdings has 289,800,000 GNH Options remain outstanding and assuming none of the GNH Options is exercised prior to the close of the GNH Offers, the outstanding GNH Options are valued at approximately HK\$28,980 based on the GNH Option Offer Price.

The GNH Offers are valued at approximately HK\$1,150,020,511 in aggregate.

GNH Independent Board Committee and GNH Independent Financial Adviser

The GNH Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give recommendation to the GNH Independent Shareholders and GNH Optionholders as to whether the terms of the GNH Offers are fair and reasonable and as to the acceptance of the GNH Offers. Luk Fook Capital (HK) Limited has been appointed as the independent financial adviser to advise the GNH Independent Board Committee in this regard and such appointment has been approved by the GNH Independent Board Committee.

Despatch of GNH Composite Document

It is the intention of the Offeror and Get Nice Holdings to combine the offer document and the offeree board circular into the GNH Composite Document, which will contain, amongst others, details of the GNH Offers, accompanied by the relevant form of acceptance, and incorporating the recommendation from the GNH Independent Board Committee and the letter from the GNH Independent Financial Adviser in respect of the GNH Offers.

Pursuant to Rule 8.2 of the Takeovers Code, the GNH Composite Document is required to be despatched to the GNH Shareholders and GNH Optionholders within 21 days of the date of this joint announcement or such later date as the Executive may approve. It is expected that the GNH Composite Document will be despatched to the GNH Shareholders and GNH Optionholders in accordance with the requirements of the Takeovers Code.

Maintaining the listing status of Get Nice Holdings

The Stock Exchange has stated that if, at the close of the GNH Offers, less than the minimum prescribed percentage applicable to Get Nice Holdings, being 25% of the GNH Shares, are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the GNH Shares; or**
- (ii) there are insufficient GNH Shares in public hands to maintain an orderly market,**

it will consider exercising its discretion to suspend dealings in the GNH Shares.

The Offeror intends the GNH Shares to remain listed on the Stock Exchange after the close of the GNH Offers. The sole director of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the GNH Shares.

The Offeror does not intend to exercise or apply any right which may be available to it to acquire compulsorily any GNH Shares outstanding after the close of the GNH Offers.

(2) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER OF GET NICE FINANCIAL

As at the date of this joint announcement, (i) the Offeror holds approximately 29.99% 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. If the GNH Share Offer becomes or is declared unconditional in all respects, the Offeror and its Concert Parties will together hold more than 50% of the voting rights in Get Nice Holdings upon completion of the GNH Share Offer. Pursuant to the chain principle in Note 8 to Rule 26.1 of the Takeovers Code, the Offeror will then be 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 GNF Offer

The GNF Offer, if made, will be made by Get Nice Securities on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each GNF Offer Share HK\$0.4726 in cash

As at the date of this joint announcement, there are 2,500,000,000 GNF Shares in issue. Save for the aforesaid, Get Nice Financial has no other outstanding GNF Shares, options, warrants, derivatives, other securities that are convertible or exchangeable into GNF Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Pre-condition to the GNF Offer

The GNF Offer will only be triggered upon the GNH Share Offer becoming unconditional or being declared unconditional in all respects.

Value of the GNF Offer

Assuming that there is no change in the issued share capital of Get Nice Financial up to the close of the GNF Offer, a total of 625,000,000 issued GNF Shares (representing the GNF Shares not already owned or agreed to be acquired by the Offeror, Get Nice Holdings or their respective subsidiaries) will be subject to the GNF Offer, and the maximum cash consideration payable by the Offeror under the GNF Offer would be HK\$295,375,000.

GNF Independent Board Committee and GNF Independent Financial Adviser

The GNF Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give recommendation to the GNF Independent Shareholders as to whether the terms of the GNF Offer are fair and reasonable and as to the acceptance of the GNF Offer. Shinco Capital Limited has been appointed as the independent financial adviser to advise the GNF Independent Board Committee in this regard and such appointment has been approved by the GNF Independent Board Committee.

Pursuant to Rule 2.8 of the Takeovers Code, the GNF Independent Board Committee comprises all the non-executive GNF Directors who have no direct or indirect interest in the GNF Offer other than as holders of the GNF Shares. Mr. Hung, a non-executive director and the chairman of Get Nice Financial, is also an executive director, the chairman and the chief executive officer of Get Nice Holdings and the beneficial owner of the entire issued share capital of the Offeror. Accordingly, Mr. Hung is regarded as being interested in the GNF Offer for the purposes of Rule 2.8 of the Takeovers Code and is not a member of the GNF Independent Board Committee. All of the other non-executive GNF Directors are members of the GNF Independent Board Committee.

Despatch of GNF Composite Document

It is the intention of the Offeror and Get Nice Financial to combine the offer document and the offeree board circular into the GNF Composite Document, which will contain, 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.

The GNF Composite Document will be despatched to the GNF Shareholders within seven days after the GNF Offers have become or are declared unconditional in all respects in compliance with the requirements of the Takeovers Code. The Offeror will apply to the Executive for its consent under Note 2 to Rule 8.2 of the Takeovers Code for an extension to despatch the GNF Composite Document.

Maintaining the listing status of Get Nice Financial

The Stock Exchange has stated that if, at the close of the GNF Offer, less than the minimum prescribed percentage applicable to Get Nice Financial, being 25% of the GNF Shares, are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the GNF Shares; or**
- (ii) there are insufficient GNF Shares in public hands to maintain an orderly market,**

it will consider exercising its discretion to suspend dealings in the GNF Shares.

The Offeror intends the GNF Shares to remain listed on the Stock Exchange after the close of the GNF Offer. The sole director of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the GNF Shares.

The Offeror does not intend to exercise or apply any right which may be available to it to acquire compulsorily any GNF Shares outstanding after the close of the GNF Offer.

Confirmation of Financial Resources

The Offeror intends to finance the consideration payable under the Offers of approximately HK\$1,445,395,511 through its internal resources and a loan facility. Veda Capital is satisfied that sufficient financial resources are available to the Offeror to satisfy the full acceptances of the Offers.

(3) RESUMPTION OF TRADING

At the request of Get Nice Holdings, trading in the GNH Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 14 September 2020 pending the publication of this joint announcement. Application has been made by Get Nice Holdings to the Stock Exchange for the resumption of trading in the GNH Shares with effect from 9:00 a.m. on 17 September 2020.

At the request of Get Nice Financial, trading in the GNF Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 14 September 2020 pending the publication of this joint announcement. Application has been made by Get Nice Financial to the Stock Exchange for the resumption of trading in the GNF Shares with effect from 9:00 a.m. on 17 September 2020.

WARNING

GNH Shareholders and potential investors of Get Nice Holdings should note that the GNH Share Offer is subject to the satisfaction of the Condition. Accordingly, the GNH Share Offer may or may not become unconditional. 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 should note that the GNF Offer will only be made upon the satisfaction of the Condition. Accordingly, the GNF Offer may or may not be made. 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.

(1) VOLUNTARY CONDITIONAL CASH OFFERS OF GET NICE HOLDINGS

The GNH Share Offer

The Offeror and Get Nice Holdings hereby jointly announce that Get Nice Securities, for and on behalf of the Offeror, will make a voluntary conditional cash offer to acquire all the GNH Offer Shares in compliance with the Takeovers Code on the basis set out below:

For each GNH Offer Share HK\$0.17 in cash

The GNH Share Offer Price was determined after taking into account, among other things, the historical trading prices of GNH Shares, Get Nice Holdings' financial performance and the trading multiples of comparable companies.

Comparison of value of the GNH Share Offer Price

The GNH Share Offer Price of HK\$0.17 per GNH Offer Share:

- (i) represents a premium of approximately 5.59% over the closing price of HK\$0.1610 per GNH Share quoted on the Stock Exchange on the Last Trading Day;
- (ii) represents a premium of approximately 9.82% over the average closing price of HK\$0.1548 per GNH Share quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (iii) represents a premium of approximately 10.68% over the average closing price of HK\$0.1536 per GNH Share quoted on the Stock Exchange for the ten consecutive trading days immediately prior to and including the Last Trading Day; and
- (iv) represents a discount of approximately 69.95% to the audited consolidated net assets attributable to the GNH Shareholders per GNH Share of approximately HK\$0.5658 as at 31 March 2020, calculated based on the audited consolidated net assets attributable to the GNH Shareholders of approximately HK\$5,467,119,000 as at 31 March 2020 and 9,662,705,938 GNH Shares in issue as at the date of this joint announcement.

Highest and lowest GNH Share price

During the six-month period immediately preceding the Last Trading Day:

- (i) the highest closing price of the GNH Shares quoted on the Stock Exchange was HK\$0.187 per GNH Share on 21 July 2020 and 23 July 2020 respectively; and
- (ii) the lowest closing price of the GNH Shares quoted on the Stock Exchange was HK\$0.107 per GNH Share on 18 May 2020.

The GNH Option Offer

As at the date of this joint announcement, there are 289,800,000 GNH Options outstanding which may confer rights to the GNH Optionholders to subscribe for the GNH Shares at exercise prices above the GNH Share Offer Price. As a result, all the GNH Options are out-of-money and the GNH Option Offer will be made at nominal value as follows:

For cancellation of each GNH Option	HK\$0.0001 in cash
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As at the date of this joint announcement, there are 9,662,705,938 GNH Shares in issue and 289,800,000 GNH Options outstanding. Save for the aforesaid, Get Nice Holdings has no other outstanding GNH Shares, options, warrants, derivatives, other securities that are convertible or exchangeable into GNH Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Value of the GNH Offers

As at the date of this joint announcement, the Offeror and its Concert Parties collectively hold a total of 2,898,049,874 GNH Shares, representing approximately 29.99% of the issued share capital of Get Nice Holdings. Save for the aforesaid, the Offeror and its Concert Parties do not hold, own, control or have direction over any GNH Shares or voting rights of Get Nice Holdings or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Assuming that there is no change in the issued share capital of Get Nice Holdings up to the close of the GNH Share Offer, a total of 6,764,656,064 issued GNH Shares (representing the GNH Shares not already owned or agreed to be acquired by the Offeror and its Concert Parties) will be subject to the GNH Offer, and the maximum cash consideration payable by the Offeror under the GNH Share Offer would be approximately HK\$1,149,991,531.

As at the date of this joint announcement, Get Nice Holdings has 289,800,000 GNH Options remain outstanding and assuming none of the GNH Options is exercised prior to the close of the GNH Offers, the outstanding GNH Options are valued at approximately HK\$28,980 based on the GNH Option Offer Price.

The GNH Offers are valued at approximately HK\$1,150,020,511 in aggregate.

Condition of the GNH Offers

The GNH Offers are conditional upon valid acceptances of the GNH Share Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the GNH Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of GNH Shares which, together with the GNH Shares acquired or agreed to be acquired before or during the GNH Share Offer, would result in the Offeror and its Concert Parties holding more than 50% of the voting rights in Get Nice Holdings.

In accordance with Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the GNH Offers become unconditional. The GNH Offers must also remain open for acceptance for at least fourteen (14) days after the GNH Offers become unconditional in all respects. GNH Shareholders and GNH Optionholders are reminded that the Offeror does not have any obligation to keep the GNH Offers open for acceptance beyond this 14-day period.

Effect of accepting the GNH Offers

By accepting the GNH Share Offer, the GNH Independent Shareholders will sell their GNH Shares to the Offeror free from all Encumbrance and together with all rights attaching or accruing thereto, including all rights to receive any dividend or other distribution declared, made or paid on or after the date on which the GNH Share Offer is made, being the date of the GNH Composite Document.

As at the date of this joint announcement, Get Nice Holdings has not declared any unpaid dividend, and the Offeror confirms that in the event that if any future dividend or other distributions were to be made by Get Nice Holdings before the close of the GNH Share Offer, the amount of which will not be deducted from the GNH Share Offer Price.

Subject to the GNH Share Offer becoming unconditional, by accepting the GNH Option Offer, the GNH Options tendered by the GNH Optionholders will be cancelled and renounced together with all rights attaching or accruing thereto.

Hong Kong stamp duty

Sellers' Hong Kong ad valorem stamp duty on acceptances of the GNH Share Offer at a rate of 0.1% of the consideration payable in respect of the relevant acceptances or, if higher, the market value of the GNH Offer Shares subject to such acceptance, will be deducted from the amounts payable to the GNH Independent Shareholders who accept the GNH Share Offer. The Offeror will arrange for payment of sellers' ad valorem stamp duty on behalf of the GNH Independent Shareholders who accept the GNH Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the GNH Share Offer and the transfers of the relevant GNH Offer Shares in accordance with the Stamp Duty Ordinance (Cap. 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptances of the GNH Option Offer.

Taxation advice

GNH Shareholders and GNH Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the GNH Offers. None of the Offeror, parties acting in concert with the Offeror, Get Nice Holdings, Get Nice Securities and Veda Capital and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the GNH Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the GNH Offers.

Payment

Payment in cash in respect of acceptances of the GNH Offers will be made as soon as possible but in any event within seven (7) business days (as defined in the Takeovers Code) of the later of (i) the date of receipt of a completed and valid acceptance in respect of the GNH Offers; or (ii) the date on which the GNH Offers become or are declared unconditional in all respects.

GNH Overseas Holders

The availability of the GNH Share Offer to any GNH Overseas Holders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. GNH Overseas Holders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the GNH Overseas Holders who wish to accept the GNH Share Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the GNH Share Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such GNH Overseas Holders in respect of such jurisdictions).

Any acceptance by any GNH Overseas Holders will be deemed to constitute a representation and warranty from such GNH Overseas Holders to the Offeror that the local laws and requirements have been complied with. The GNH Overseas Holders should consult their professional advisers if in doubt.

Dealing and interests in Get Nice Holdings' securities

As at the date of this joint announcement, the Offeror and its Concert Parties collectively hold a total of 2,898,049,874 GNH Shares, representing approximately 29.99% of the issued share capital of Get Nice Holdings. Save for the aforesaid, the Offeror and its Concert Parties do not hold, own, control or have direction over any GNH Shares or voting rights of Get Nice Holdings or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

The following table sets out the shareholding structure of Get Nice Holdings as at the date of this joint announcement:

Shareholders	As at the date of this joint announcement	
	Number of GNH Shares	Approximate shareholding
The Offeror	2,898,049,874	29.99%
GNH Independent Shareholders	6,764,656,064	70.01%
TOTAL	9,662,705,938	100.00%

The Offeror confirms that, as at the date of this joint announcement:

- (i) the Offeror and its Concert Parties have not received any irrevocable commitment to accept or reject the GNH Offers;
- (ii) there is no outstanding derivative in respect of securities in Get Nice Holdings which has been entered into by the Offeror or its Concert Parties;
- (iii) save for the CH Finance Documents, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or Get Nice Holdings and which may be material to the GNH Offers (as referred to in Note 8 to Rule 22 of the Takeovers Code);
- (iv) save for a total of 2,898,049,874 GNH Shares, none of the Offeror or its Concert Parties own or have control or direction over any voting rights or rights over the GNH Shares or convertible securities, options, warrants or derivatives of Get Nice Holdings;
- (v) none of the Offeror and its Concert Parties have dealt in any GNH Shares, options, derivatives, warrants or other securities convertible into GNH Shares during the six-month period immediately prior to the date of this joint announcement;
- (vi) there is no agreement or arrangement to which the Offeror or its Concert Parties is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the GNH Offers;
- (vii) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in Get Nice Holdings which the Offeror or its Concert Parties have borrowed or lent; and
- (viii) save that Get Nice Securities will act as the offer agent for the Offers, there is no understanding, arrangement, agreement or special deal between any GNH Shareholder; and (a) the Offeror and/or its Concert Parties; or (b) Get Nice Holdings, its subsidiaries or associated companies.

Information on the GNH Group

Get Nice Holdings is an investment holding company and the principal activities of the GNH Group are (i) property development and holding and investment in financial instruments; (ii) money lending; and (iii) the provision of financial services, including securities dealing and broking, futures and options broking, securities margin financing and corporate finance services.

Set out below is the summary of financial information of the GNH Group for the financial years ended 31 March 2019 and 2020 as extracted from the annual report of Get Nice Holdings for the year ended 31 March 2020:

	For the years ended 31 March	
	2019	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Revenue	561,905	524,524
Profit before taxation	311,172	204,280
Profit for the year attributable to the GNH Shareholders	195,080	118,295
	As at 31 March	
	2019	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Total assets	8,318,165	7,212,350
Total equity attributable to the GNH Shareholders	5,465,059	5,467,119

Further financial information of the GNH Group will be set out in the GNH Composite Document to be despatched.

Information on the Offeror

The Offeror is an investment holding company incorporated in the BVI with limited liability.

As at the date of this joint announcement, the Offeror is wholly-owned by Mr. Hung, who is the sole director of the Offeror. Mr. Hung, aged 67, is an executive director, the chairman and the chief executive officer of Get Nice Holdings and the founder of the GNH Group. Mr. Hung possesses over 25 years of experience in the securities and real estate industries in Hong Kong and Taiwan. Mr. Hung is also a non-executive director and the chairman of Get Nice Financial, a non-wholly owned subsidiary of Get Nice Holdings which was spun off for separate listing on the Main Board of the Stock Exchange since 8 April 2016.

The Offeror and Mr. Hung have obtained the licensing approvals by the SFC to continue to be the substantial shareholder of the Get Nice Subsidiaries.

Intention of the Offeror on the GNH Group

Following the close of the GNH Offers, it is the intention of the Offeror that the GNH Group will continue with its existing principal activities. As at the date of this joint announcement, no investment or business opportunities has been identified nor has the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to (a) the injection of any assets or business into the GNH Group; or (b) the disposal of any assets or business of the GNH Group, other than those conducted by Get Nice Holdings in its ordinary course of business and/or those which are immaterial in nature. As at the date of this joint announcement, the Offeror has no intention to (i) discontinue the employment of any employees of the GNH Group or change the composition of the GNH Board; (ii) redeploy the fixed assets of the GNH Group other than those in its ordinary and usual course of business; or (iii) introduce any major changes in the existing operations and business of the GNH Group.

GNH Independent Board Committee and GNH Independent Financial Adviser

The GNH Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give recommendation to the GNH Independent Shareholders as to whether the terms of the GNH Offers are fair and reasonable and as to the acceptance of the GNH Offers. Luk Fook Capital (HK) Limited has been appointed as the independent financial adviser to the GNH Independent Board Committee in this regard and such appointment has been approved by the GNH Independent Board Committee.

Maintaining the listing status of Get Nice Holdings

The Stock Exchange has stated that if, at the close of the GNH Offers, less than the minimum prescribed percentage applicable to Get Nice Holdings, being 25% of the GNH Shares, are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the GNH Shares; or**
- (ii) there are insufficient GNH Shares in public hands to maintain an orderly market,**

it will consider exercising its discretion to suspend dealings in the GNH Shares.

The Offeror intends the GNH Shares to remain listed on the Stock Exchange after the close of the GNH Offers. The sole director of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the GNH Shares.

Compulsory acquisition

The Offeror does not intend to exercise or apply any right which may be available to it to acquire compulsorily any GNH Shares outstanding after the close of the GNH Offers.

Despatch of GNH Composite Document

It is the intention of the Offeror and Get Nice Holdings to combine the offer document and the offeree board circular into the GNH Composite Document, which will contain, amongst others, details of the GNH Offers, accompanied by the relevant form of acceptance, and incorporating the recommendation from the GNH Independent Board Committee and the letter from the GNH Independent Financial Adviser in respect of the GNH Offers.

Pursuant to Rule 8.2 of the Takeovers Code, the GNH Composite Document is required to be despatched to the GNH Shareholders within 21 days of the date of this joint announcement or such later date as the Executive may approve. It is expected that the GNH Composite Document will be despatched to the Shareholders in accordance with the requirements of the Takeovers Code.

Dealing Disclosure

All associates (as defined under the Takeovers Code and include persons holding 5% or more of any class of relevant securities) of Get Nice Holdings and the Offeror are hereby reminded to disclose their dealings in the securities of Get Nice Holdings pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings including identities of clients, as part of that co-operation.”

(2) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER OF GET NICE FINANCIAL

As at the date of this joint announcement, (i) the Offeror holds approximately 29.99% 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. If the GNH Share Offer becomes or is declared unconditional in all respects, the Offeror and its Concert Parties will together hold more than 50% of the voting rights in Get Nice Holdings. Pursuant to the chain principle in Note 8 to Rule 26.1 of the Takeovers Code, the Offeror will then be 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 GNF Offer

The GNF Offer, if made, will be made by Get Nice Securities on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each GNF Offer Share HK\$0.4726 in cash

The GNF Offer Price of HK\$0.4726 for each GNF Offer Share has been determined pursuant to the applicable requirements under the Takeovers Code, after taking into consideration (i) the GNH Share Offer Price of HK\$0.17; (ii) the audited consolidated total net asset values less non-controlling interest of Get Nice Holdings as at 31 March 2020 of approximately HK\$5,467.12 million and the audited consolidated total net asset values of Get Nice Financial as at 31 March 2020 of approximately HK\$3,931.47 million respectively; (iii) the total number of GNH Shares and GNF Shares as at the date of this joint announcement, being 9,662,705,938 GNH Shares and 2,500,000,000 GNF Shares respectively; and (iv) the fact that Get Nice Holdings holds 1,824,690,171 GNF Shares (representing an approximately 72.99% interest in Get Nice Financial) as at the date of this joint announcement.

As at the date of this joint announcement, there are 2,500,000,000 GNF Shares in issue. Save for the aforesaid, Get Nice Financial has no other outstanding GNF Shares, options, warrants, derivatives, other securities that are convertible or exchangeable into GNF Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Comparison of value of the GNF Offer Price

The GNF Offer Price of HK\$0.4726 per GNF Offer Share:

- (i) represents a discount of approximately 33.44% to the closing price of HK\$0.7100 per GNF Share quoted on the Stock Exchange on the Last Trading Day;
- (ii) represents a discount of approximately 32.68% to the average closing price of HK\$0.7020 per GNF Share quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (iii) represents a discount of approximately 33.15% to the average closing price of HK\$0.7070 per GNF Share quoted on the Stock Exchange for the ten consecutive trading days immediately prior to and including the Last Trading Day; and
- (iv) represents a discount of approximately 69.95% to the audited consolidated net assets attributable to the GNF Shareholders per GNF Share of approximately HK\$1.5726 as at 31 March 2020, calculated based on the audited consolidated net assets attributable to the GNF Shareholders of approximately HK\$3,931,473,000 as at 31 March 2020 and 2,500,000,000 GNF Shares in issue as at the date of this joint announcement.

Highest and lowest GNF Share price

During the six-month period immediately preceding the Last Trading Day:

- (i) the highest closing price of the GNF Shares quoted on the Stock Exchange was HK\$0.800 per GNF Share on 20 May 2020; and
- (ii) the lowest closing price of the GNF Shares quoted on the Stock Exchange was HK\$0.600 per GNF Share on 14 May 2020, 25 to 27 May 2020 and 2 June 2020 respectively.

Value of the GNF Offer

Assuming that there is no change in the issued share capital of Get Nice Financial up to the close of the GNF Offer, a total of 625,000,000 issued GNF Shares (representing the GNF Shares not already owned or agreed to be acquired by the Offeror, Get Nice Holdings or their respective subsidiaries) will be subject to the GNF Offer, and the maximum cash consideration payable by the Offeror under the GNF Offer would be HK\$295,375,000.

Pre-condition to the GNF Offer

The GNF Offer will only be triggered upon the GNH Share Offer becoming unconditional or being declared unconditional in all respects.

WARNING: The GNF Offer is subject to the pre-condition of the GNH Share Offer becoming or being declared unconditional in all respects. Accordingly, the GNF Offer may or may not be made. Shareholders and potential investors in Get Nice Financial should therefore exercise caution when dealing in the GNF Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Effect of accepting the GNF Offer

By accepting the GNF Offer, the GNF Independent Shareholders will sell their GNF Shares to the Offeror free from all Encumbrance and together with all rights attaching or accruing thereto, including all rights to receive any dividend or other distribution declared, made or paid on or after the date on which the GNF Offer is made, being the date of the GNF Composite Document.

As at the date of this joint announcement, Get Nice Financial has not declared any unpaid dividend, and the Offeror confirms that in the event that if any future dividend or other distributions were to be made by Get Nice Financial before the close of the GNF Offer, the amount of which will not be deducted from the GNF Offer Price.

Hong Kong stamp duty

Sellers' Hong Kong ad valorem stamp duty on acceptances of the GNF Offer at a rate of 0.1% of the consideration payable in respect of the relevant acceptances or, if higher, the market value of the GNF Offer Shares subject to such acceptance, will be deducted from the amounts payable to the GNF Independent Shareholders who accept the GNF Offer. The Offeror will arrange for payment of sellers' ad valorem stamp duty on behalf of the GNF Independent Shareholders who accept the GNF Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the GNF Offer and the transfers of the relevant GNF Offer Shares in accordance with the Stamp Duty Ordinance (Cap. 117 of the Laws of Hong Kong).

Taxation advice

GNF Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the GNF Offer. None of the Offeror, parties acting in concert with the Offeror, Get Nice Financial, Get Nice Securities and Veda Capital and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the GNF Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the GNF Offer.

Payment

Payment in cash in respect of acceptances of the GNF Offer will be made as soon as possible but in any event within seven (7) business days (as defined in the Takeovers Code) of the date of receipt of a completed and valid acceptance in respect of the GNF Offer.

GNF Overseas Holders

The availability of the GNF Offer to any GNF Overseas Holders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. GNF Overseas Holders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the GNF Overseas Holders who wish to accept the GNF Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the GNF Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such GNF Overseas Holders in respect of such jurisdictions).

Any acceptance by any GNF Overseas Holders will be deemed to constitute a representation and warranty from such GNF Overseas Holders to the Offeror that the local laws and requirements have been complied with. The GNF Overseas Holders should consult their professional advisers if in doubt.

Dealing and interests in GNF Shares

As at the date of this joint announcement, the Offeror, Get Nice Holdings and their respective subsidiaries collectively hold a total of 1,875,000,000 GNF Shares, representing 75% of the issued share capital of Get Nice Financial. Save for the aforesaid, the Offeror and its Concert Parties do not hold, own, control or have direction over any GNF Shares or voting rights of Get Nice Financial or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

The following table sets out the shareholding structure of Get Nice Financial as at the date of this joint announcement:

Shareholders	As at the date of this joint announcement	
	Number of GNF Shares	Approximate shareholding
The Offeror	50,309,829	2.01%
Get Nice Holdings	<u>1,824,690,171</u>	<u>72.99%</u>
Sub-total	1,875,000,000	75%
GNF Independent Shareholders	<u>625,000,000</u>	<u>25%</u>
TOTAL	<u><u>2,500,000,000</u></u>	<u><u>100%</u></u>

The Offeror confirms that, as at the date of this joint announcement:

- (i) the Offeror and its Concert Parties have not received any irrevocable commitment to accept or reject the GNF Offer;
- (ii) there is no outstanding derivative in respect of securities in Get Nice Financial which has been entered into by the Offeror or its Concert Parties;
- (iii) save for the CH Finance Documents, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or Get Nice Financial and which may be material to the GNF Offer (as referred to in Note 8 to Rule 22 of the Takeovers Code);
- (iv) save for a total of 1,875,000,000 GNF Shares, none of the Offeror or its Concert Parties own or have control or direction over any voting rights or rights over the GNF Shares or convertible securities, options, warrants or derivatives of Get Nice Financial;
- (v) none of the Offeror and its Concert Parties have dealt in any GNF Shares, options, derivatives, warrants or other securities convertible into GNF Shares during the six-month period immediately prior to the date of this joint announcement;

- (vi) there is no agreement or arrangement to which the Offeror or its Concert Parties is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the GNF Offer;
- (vii) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in Get Nice Financial which the Offeror or its Concert Parties have borrowed or lent; and
- (viii) save that Get Nice Securities will act as the offer agent for the Offers, there is no understanding, arrangement, agreement or special deal between any GNF Shareholder; and (a) the Offeror and/or its Concert Parties; or (b) Get Nice Financial, its subsidiaries or associated companies.

Information of the GNF Group

Get Nice Financial is an investment holding company and the GNF Group is principally engaged in the provision of financial services including securities dealing and broking, futures and options broking, underwriting and placements, securities margin financing and corporate finance services in Hong Kong.

Set out below is the summary of financial information of the GNF Group for the financial years ended 31 March 2019 and 2020 as extracted from the annual report of Get Nice Financial for the year ended 31 March 2020:

	For the years ended 31 March	
	2019	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Revenue	401,589	369,362
Profit before taxation	189,274	171,265
Profit for the year attributable to the GNF Shareholders	132,980	139,716
	As at 31 March	
	2019	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Total assets	5,407,971	4,419,280
Total equity attributable to the GNF Shareholders	3,965,827	3,931,473

Further financial information of the GNF Group will be set out in the GNF Composite Document to be despatched.

Intention of the Offeror on the GNF Group

Following the close of the GNF Offer, it is the intention of the Offeror that the GNF Group will continue with its existing principal activities. As at the date of this joint announcement, no investment or business opportunities has been identified nor has the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to (a) the injection of any assets or business into the GNF Group; or (b) the disposal of any assets or business of the GNF Group, other than those conducted by Get Nice Financial in its ordinary course of business and/or those which are immaterial in nature. As at the date of this joint announcement, the Offeror has no intention to (i) discontinue the employment of any employees of the GNF Group or change the composition of the GNF Board; (ii) redeploy the fixed assets of the GNF Group other than those in its ordinary and usual course of business; or (iii) introduce any major changes in the existing operations and business of the GNF Group.

GNF Independent Board Committee and GNF Independent Financial Adviser

The GNF Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give recommendation to the GNF Independent Shareholders as to whether the terms of the GNF Offer are fair and reasonable and as to the acceptance of the GNF Offer. Shinco Capital Limited has been appointed as the independent financial adviser to advise the GNF Independent Board Committee in this regard and such appointment has been approved by the GNF Independent Board Committee.

Pursuant to Rule 2.8 of the Takeovers Code, the GNF Independent Board Committee comprises all the non-executive GNF Directors who have no direct or indirect interest in the GNF Offer other than as holders of the GNF Shares. Mr. Hung, a non-executive director and the chairman of Get Nice Financial, is also an executive director, the chairman and the chief executive officer of Get Nice Holdings and the beneficial owner of the entire issued share capital of the Offeror. Accordingly, Mr. Hung is regarded as being interested in the GNF Offer for the purposes of Rule 2.8 of the Takeovers Code and is not a member of the GNF Independent Board Committee. All of the other non-executive GNF Directors are members of the GNF Independent Board Committee.

Maintaining the listing status of Get Nice Financial

The Stock Exchange has stated that if, at the close of the GNF Offer, less than the minimum prescribed percentage applicable to Get Nice Financial, being 25% of the GNF Shares, are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the GNF Shares; or**
- (ii) there are insufficient GNF Shares in public hands to maintain an orderly market,**

it will consider exercising its discretion to suspend dealings in the GNF Shares.

The Offeror intends the GNF Shares to remain listed on the Stock Exchange after the close of the GNF Offer. The sole director of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the GNF Shares.

Compulsory acquisition

The Offeror does not intend to exercise or apply any right which may be available to it to acquire compulsorily any GNF Shares outstanding after the close of the GNF Offer.

Despatch of GNF Composite Document

It is the intention of the Offeror and Get Nice Financial to combine the offer document and the offeree board circular into the GNF Composite Document, which will contain 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.

The GNF Composite Document will be despatched to the GNF Shareholders within seven days after the GNF Offers have become or are declared unconditional in all respects in compliance with the requirements of the Takeovers Code. The Offeror will apply to the Executive for its consent under Note 2 to Rule 8.2 of the Takeovers Code for an extension to despatch the GNF Composite Document.

Dealing disclosure

All associates (as defined under the Takeovers Code and include persons holding 5% or more of any class of relevant securities) of Get Nice Financial and the Offeror are hereby reminded to disclose their dealings in the securities of Get Nice Financial pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings including identities of clients, as part of that co-operation.”

Confirmation of Financial Resources

The Offeror intends to finance the consideration payable under the Offers of approximately HK\$1,445,395,511 through its internal resources and a loan facility under the CH Finance Documents which is secured by, among others, a charge over all the GNH Shares and GNF Shares owned by the Offeror, the relevant securities account in which the GNH Shares and GNF Shares are deposited and all the GNH Shares and GNF Shares to be acquired by the Offeror under the Offers or otherwise. Veda Capital is satisfied that sufficient financial resources are available to the Offeror to satisfy the full acceptances of the Offers.

(3) RESUMPTION OF TRADING

At the request of Get Nice Holdings, trading in the GNH Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 14 September 2020 pending the publication of this joint announcement. Application has been made by Get Nice Holdings to the Stock Exchange for the resumption of trading in the GNH Shares with effect from 9: 00 a.m. on 17 September 2020.

At the request of Get Nice Financial, trading in the GNF Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 14 September 2020 pending the publication of this joint announcement. Application has been made by Get Nice Financial to the Stock Exchange for the resumption of trading in the GNF Shares with effect from 9:00 a.m. on 17 September 2020.

WARNING

GNH Shareholders and potential investors of Get Nice Holdings should note that the GNH Offers are subject to the satisfaction of the Condition. Accordingly, the GNH Offers may or may not become unconditional. 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 should note that the GNF Offer will only be made upon the satisfaction of the Condition. Accordingly, the GNF Offer may or may not be made. 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.

DEFINITIONS

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

“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“associate(s)”	has the meaning ascribed to it in the Takeovers Code
“BVI”	the British Virgin Islands
“CH Bank”	Chong Hing Bank Limited, a licensed bank in Hong Kong
“CH Finance Documents”	the loan facility agreement entered into between CH Bank as lender and the Offeror as borrower in relation to a loan facility for financing part of the consideration payable by the Offeror pursuant to the Offers and the relevant security documents, including but not limited to a charge over all the GNH Shares and GNF Shares owned by the Offeror, the relevant securities account in which the GNH Shares and GNF Shares are deposited and all the GNH Shares and GNF Shares to be acquired by the Offeror under the Offers or otherwise
“Concert Party(ies)”	in relation to the Offeror and Mr. Hung, party(ies) acting in concert and presumed to be acting in concert with either of them, as determined in accordance with the Takeovers Code
“Condition”	the condition of the GNH Share Offer, being the valid acceptances of the GNH Share Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the GNH Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of GNH Shares which, together with the GNH Shares acquired or agreed to be acquired before or during the GNH Share Offer, would result in the Offeror and its Concert Parties holding more than 50% of the voting rights in GNH

“Encumbrance”	any mortgage, charge, pledge, lien, equities, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase sale-and-leaseback arrangement, rights of pre-emption or any other third party rights of any nature or any agreement for any of the same
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Get Nice Financial”	Get Nice Financial Group Limited, a company incorporated in the Cayman Islands with limited liability and whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 1469)
“Get Nice Holdings”	Get Nice Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose issued shares are listed on the Main Board of the Stock Exchange (stock code: 0064)
“Get Nice Securities”	Get Nice Securities Limited, a corporation licensed to carry out businesses in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO and a wholly-owned subsidiary of Get Nice Financial and a non-wholly owned subsidiary of Get Nice Holdings
“Get Nice Subsidiaries”	collectively (i) Get Nice Securities; (ii) Get Nice Asset Management Limited; (iii) Get Nice Capital Limited; (iv) Get Nice Futures Company Limited; and (v) Red Eagle Securities Limited, being the subsidiaries of Get Nice Holdings and Get Nice Financial which are licensed corporations to carry out regulated activities under the SFO
“GNF Board”	the board of Directors of Get Nice Financial
“GNF Composite Document”	the composite offer document proposed to be issued jointly by the Offeror and Get Nice Financial in respect of the GNF Offer in accordance with the Takeovers Code to be despatched to the GNF Shareholders

“GNF Director(s)”	the director(s) of Get Nice Financial from time to time
“GNF Group”	Get Nice Financial and its subsidiaries
“GNF Independent Board Committee”	an independent committee of the GNF Board comprising all independent non-executive GNF Directors, namely Ms. Ng Yau Kuen, Carmen, Mr. Cheung Chi Kong, Ronald and Mr. Chan Ka Kit, established for the purpose of advising and giving recommendation to the GNF Independent Shareholders as to whether the terms of the GNF Offer are fair and reasonable and as to acceptance of the GNF Offer
“GNF Independent Financial Adviser”	Shinco Capital Limited, a corporation licensed to carry out business in type 6 (advising on corporate finance) regulated activity under the SFO, which is appointed as the independent financial adviser to advise the GNF Independent Board Committee in respect of the GNF Offer
“GNF Independent Shareholder(s)”	GNF Shareholder(s) other than the Offeror, Get Nice Holdings or their respective subsidiaries
“GNF Offer Price”	the price at which the GNF Offer will be made, being HK\$0.4726 per GNF Offer Share
“GNF Offer Share(s)”	all the GNF Share(s) in issue, other than those GNF Shares already owned or agreed to be acquired by the Offeror, Get Nice Holdings or any of their subsidiaries
“GNF Offer”	the possible unconditional mandatory cash offer to be made by Get Nice Securities for and on behalf of the Offeror for all the GNF Offer Shares in accordance with the Takeovers Code
“GNF Overseas Holder(s)”	GNF Independent Shareholder(s) whose addresses, as shown in the register of members of Get Nice Financial, are outside Hong Kong
“GNF Shareholder(s)”	holder(s) of the GNF Shares
“GNF Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of Get Nice Financial
“GNH Board”	the board of Directors of Get Nice Holdings

“GNH Closing Date”	the date to be stated in the GNH Composite Document as the first closing date or any subsequent closing date as and may be announced by the Offeror and approved by the Executive
“GNH Composite Document”	the composite offer document proposed to be issued jointly by the Offeror and Get Nice Holdings in respect of the GNH Offers in accordance with the Takeovers Code to be despatched to the GNH Shareholders
“GNH Director(s)”	the director(s) of Get Nice Holdings from time to time
“GNH Group”	Get Nice Holdings and its subsidiaries
“GNH Independent Board Committee”	an independent committee of the GNH Board comprising all independent non-executive GNH Directors, namely Mr. Man Kong Yui, Mr. Sun Ka Ziang, Henry and Mr. Siu Hi Lam, Alick, established for the purpose of advising and giving recommendation to the GNH Independent Shareholders as to whether the terms of the GNH Offers are fair and reasonable and as to acceptance of the GNH Offers
“GNH Independent Financial Adviser”	Luk Fook Capital (HK) Limited, a corporation licensed to carry out businesses in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, which is appointed as the independent financial adviser to advise the GNH Independent Board Committee in respect of the GNH Offers
“GNH Independent Shareholder(s)”	GNH Shareholder(s) other than the Offeror and its Concert Parties
“GNH Offer Share(s)”	all the GNH Share(s) in issue, other than those GNH Shares already owned or agreed to be acquired by the Offeror and its Concert Parties
“GNH Offers”	the GNH Share Offer and the GNH Option Offer
“GNH Option Offer”	the cash offer to be made by Get Nice Securities for and on behalf of the Offeror to the GNH Optionholders in compliance with Rule 13 of the Takeovers Code to cancel all the GNH Options

“GNH Option Offer Price”	the price at which the GNH Option Offer will be made, being HK\$0.0001 per GNH Option
“GNH Optionholders”	the holders of the GNH Options
“GNH Options”	the share options granted and outstanding under the GNH Share Option Scheme from time to time, whether such options vested or not
“GNH Overseas Holder(s)”	GNH Independent Shareholder(s) whose addresses, as shown in the register of members of Get Nice Holdings, are outside Hong Kong
“GNH Share Offer”	the voluntary conditional cash offer to be made by Get Nice Securities for and on behalf of the Offeror for all the GNH Offer Shares in accordance with the Takeovers Code
“GNH Share Offer Price”	the price at which the GNH Share Offer will be made, being HK\$0.17 per GNH Offer Share
“GNH Share Option Scheme”	the share option scheme adopted by Get Nice Holdings on 24 August 2012
“GNH Shareholder(s)”	holder(s) of the GNH Shares
“GNH Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of Get Nice Holdings
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic China
“Last Trading Day”	11 September 2020, being the last trading day of the GNH Shares and the GNF Shares before publication of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Hung”	Mr. Hung Hon Man, the chairman, the chief executive officer, an executive director and a substantial shareholder of Get Nice Holdings and the chairman and a non-executive director of Get Nice Financial

“Offeror”	Honeylink Agents Limited, a company incorporated under the laws of BVI with limited liability and wholly owned by Mr. Hung
“Offers”	collectively the GNH Share Offer, the GNH Option Offer and the GNF Offer
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Veda Capital”	Veda Capital Limited, a corporation licensed to carry out business in type 6 (advising on corporate finance) regulated activity under the SFO, which is appointed as the financial adviser to the Offeror in respect of the Offers
“%”	per cent

For and on behalf of	By order of the board of	By order of the board of
Honeylink Agents Limited	Get Nice Holdings Limited	Get Nice Financial
Hung Hon Man	Kam, Eddie Shing Cheuk	Group Limited
<i>Director</i>	<i>Executive GNH Director</i>	Hung Sui Kwan
		<i>Executive GNF Director</i>

Hong Kong, 16 September 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.