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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)



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

(I) PROPOSED GROUP REORGANISATION OF GNF BY GNH INVOLVING A SHARE EXCHANGE OFFER TO THE SCHEME SHAREHOLDERS FOR THE CANCELLATION AND EXTINGUISHMENT OF ALL THE SCHEME SHARES BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS;

**(II) PROPOSED DECLARATION OF SCHEME DIVIDEND; AND
(II) PROPOSED WITHDRAWAL OF LISTING OF THE GNF SHARES**

**RESULTS OF THE COURT MEETING AND THE GNF EGM
AND
CLOSURE OF REGISTER OF MEMBERS OF GNF**

Financial Adviser to GNH

MESSIS 大有融資

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**VEDA | CAPITAL
智略資本**

RESULTS OF THE COURT MEETING AND THE GNF EGM

On Friday, 7 March 2025:

- (a) the resolution to approve the Scheme was approved by the Scheme Shareholders at the Court Meeting;
- (b) the special resolution to (i) approve any reduction of the issued share capital of GNF by the cancellation and extinguishment of the Scheme Shares, and (ii) apply the reserve created by the cancellation and extinguishment of the Scheme Shares to simultaneously restore the issued share capital of GNF by the allotment and issue of an equal number of GNF Shares (credited as fully paid at par) to GNF was approved by the GNF Shareholders at the GNF EGM; and
- (c) the ordinary resolution to approve the declaration and payment of the Scheme Dividend was approved by the Disinterested Shareholders at the GNF EGM.

CLOSURE OF REGISTER OF MEMBERS

Subject to the Scheme being sanctioned by the Court, for the purpose of determining the entitlements of the Scheme Shareholders, the register of members of GNF will be closed from Friday, 14 March 2025 (or such other date as the GNF Shareholders may be notified by announcement) onwards, during which period no transfer of GNF Shares will be registered.

INTRODUCTION

Reference is made to the scheme document jointly issued by Get Nice Holdings Limited (“GNH”) and Get Nice Financial Group Limited (“GNF”) dated 10 February 2025 in relation to the Proposal and the Scheme (the “**Scheme Document**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Scheme Document.

RESULT OF THE COURT MEETING

The Court Meeting was held at 3/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Friday, 7 March 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the Scheme (with or without modification).

For the purposes of section 86 of the Companies Act, the Scheme must be approved (by way of poll) by the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting.

In addition, for the purposes of Rule 2.10 of the Takeovers Code, the approvals required to be obtained at the Court Meeting in respect of the Scheme were as follows: (i) the approval of the Scheme (by way of poll) by at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Shareholders that are voted either in person or by proxy at the Court Meeting; and (ii) the number of votes cast (by way of poll) against the resolution to approve the Scheme is not more than 10% of the votes attaching to all the Scheme Shares held by the Disinterested Shareholders.

	Total	FOR the Scheme	AGAINST the Scheme
Number of Scheme Shares held by the Scheme Shareholders who attended and voted either in person or by proxy at the Court Meeting	554,876,449 (100%)	554,286,124 (99.89%)	590,325 (0.11%)
Number of Scheme Shares held by the Disinterested Shareholders who attended and voted either in person or by proxy at the Court Meeting	554,876,449 (100%)	554,286,124 (99.89%)	590,325 (0.11%)
Approximate percentage of: (i) 590,325 Scheme Shares over (ii) 675,309,829 Scheme Shares, where (i) is the number of votes cast by the Disinterested Shareholders against the Scheme, and (ii) is the number of Scheme Shares held by the Disinterested Shareholders.			0.09%

Accordingly, as the resolution proposed at the Court Meeting to approve the Scheme was duly passed (by way of poll) by:

- (i) the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting; and
- (ii) at least 75% of the votes attaching to the Disinterested Shares held by the Disinterested Shareholders that were voted either in person or by proxy at the Court Meeting; and the number of votes cast (by way of poll) against the resolution to approve the Scheme was not more than 10% of the votes attaching to all the Disinterested Shares held by the Disinterested Shareholders,

both section 86 of the Companies Act and Rule 2.10 of the Takeovers Code have been complied with and the resolution proposed at the Court Meeting to approve the Scheme was duly passed.

As at the date of the Court Meeting:

- (i) the total number of GNF Shares in issue was 2,500,000,000 GNF Shares;
- (ii) the total number of Scheme Shares and Disinterested Shares was 675,309,829 GNF Shares, representing approximately 27.01% of the issued GNF Shares; and
- (iii) the total number of Scheme Shares and Disinterested Shares entitled to be voted at the Court Meeting in respect of the Scheme for the purposes of section 86 of the Companies Act and Rule 2.10 of the Takeovers Code was 675,309,829 GNF Shares, representing approximately 27.01% of the issued GNF Shares.

As at the date of the Court Meeting, GNH held 1,824,690,171 GNF Shares, representing approximately 72.99% of the total issued GNF Shares. The GNF Shares held by GNH did not form part of the Scheme Shares and, as such, were not voted at the Court Meeting. Save for the GNF Shares held by GNH, the GNH Concert Parties did not hold any GNF Shares.

Save as disclosed above:

- (i) none of the Scheme Shareholders were required to abstain from voting at the Court Meeting in accordance with the Takeovers Code;
- (ii) there were no Scheme Shares entitling the holders thereof to attend where such holders were required to abstain from voting in favour of the Scheme pursuant to Rule 13.40 of the Listing Rules,
- (iii) no Scheme Shareholder was required under the Listing Rules to abstain from voting in respect of the Scheme at the Court Meeting; and
- (iv) no person has stated any intention in the Scheme Document to vote against or to abstain from voting in respect of the Scheme at the Court Meeting.

The Share Registrar acted as the scrutineer for the vote-taking at the Court Meeting. Ms. Ng Yau Kuen Carmen, an independent non-executive director of GNF, took chair throughout the Court Meeting and save for Mr. Hung Hon Man and Mr. Cheung Chi Kong Ronald, all of the directors of GNF attended the Court Meeting.

RESULTS OF GNF EGM

The GNF EGM was held at 3/F., Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Friday, 7 March 2025 at 10:15 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the GNF EGM. The poll results in respect of the special resolution and the ordinary resolution proposed at the GNF EGM were as follows:

SPECIAL RESOLUTION OF THE GNF SHAREHOLDERS		Number of votes (%)	
		FOR	AGAINST
1.	<p>“THAT:</p> <p>(a) for the purpose of giving effect to the Scheme (with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court) between GNF and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Scheme Effective Date, any reduction of the issued share capital of GNF associated with the cancellation and extinguishment of the Scheme Shares be and is hereby approved;</p> <p>(b) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares, (i) the issued share capital of the GNF shall be restored to its former number by the issuance to GNF such number of new GNF Shares, credited as fully paid, as is equal to the number of Scheme Shares cancelled and extinguished; (ii) GNF shall apply the reserve created in the books of account of GNF as a result of the cancellation of the Scheme Shares in paying up in full at par such new GNF Shares; and (iii) the directors of GNF be and are hereby authorised to allot and issue the new GNF Shares accordingly; and</p>	<p>2,379,740,395 (99.98%)</p>	<p>592,301 (0.02%)</p>

SPECIAL RESOLUTION OF THE GNF SHAREHOLDERS		Number of votes (%)	
		FOR	AGAINST
	(c) any one director of GNF be and is hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by him to be necessary or desirable for or in connection with the implementation and completion of the Proposal and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for withdrawal of the listing of the GNF Shares on the Main Board of the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of issued share capital of GNF referred to above; (iii) the allotment and issue of the new GNF Shares to GNH referred to above; and (iv) the giving, on behalf of GNF, of consent to any modification of, or addition to, the Scheme, which the Court may see fit to impose and to do all other acts and things and/or sign such documents considered by him to be necessary for or desirable in connection with the implementation of the Proposal and the Scheme and in relation to the proposed privatisation of GNF by GNH by way of the Scheme as a whole.”		

ORDINARY RESOLUTION OF THE DISINTERESTED SHAREHOLDERS		Number of votes (%)	
		FOR	AGAINST
2.	<p>“THAT conditional upon the special resolution (1) above being passed:</p> <p>(a) subject to the Scheme being approved and becoming effective in accordance with its terms and conditions, the special dividend of HK\$0.50 per GNF Share (the “Scheme Dividend”) be and is hereby declared by GNF and approved to be paid to the GNF Shareholders whose names appear on the register of members of GNF on the Scheme Record Time on the terms as contained in the Scheme Document; and</p> <p>(b) any one of the directors of GNF be and is hereby authorised to do all such acts and things and to take such steps as considered to be necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Scheme Dividend.”</p>	555,049,849 (99.89%)	592,676 (0.11%)

Notes:

- (1) The full text of the resolutions are set out in the notice of the GNF EGM, which is included in the Scheme Document despatched to the GNF Shareholders.
- (2) All percentages rounded to 2 decimal places. The figures may not add up to 100% due to rounding adjustments.

Accordingly:

- (a) the special resolution proposed at the GNF EGM to approve any reduction of the issued share capital of GNF by the cancellation and extinguishment of the Scheme Shares, as more particularly set out in the notice of the GNF EGM and to apply the reserve created by the cancellation and extinguishment of the Scheme Shares to simultaneously restore the issued share capital of GNF by the allotment and issue of an equal number of GNF Shares (credited as fully paid at par) to GNF, was duly passed by a majority of not less than 75% of the votes cast by the GNF Shareholders, present and voting either in person or by proxy at the GNF EGM; and

- (b) the ordinary resolution proposed at the GNF EGM to approve the declaration and payment of the Scheme Dividend, was duly passed by a majority of votes cast by the Disinterested Shareholders, present and voting either in person or by proxy at the GNF EGM.

As at the date of the GNF EGM:

- (i) all GNF Shareholders were entitled to vote at the GNF EGM in respect of the special resolution proposed at the GNF EGM, and the total number of GNF Shares entitling the GNF Shareholders to vote at the GNF EGM in respect of the special resolution proposed at the GNF EGM was 2,500,000,000 GNF Shares;
- (ii) GNH, which holds 1,824,690,171 GNF Shares shall and has abstained from voting on the ordinary resolution proposed at the GNF EGM, and the total number of Disinterested Shares entitled to be voted at the GNF EGM in respect of the ordinary resolution proposed at the GNF EGM was 675,309,829 GNF Shares, representing approximately 27.01% of the issued GNF Shares;
- (iii) save as disclosed above, there were no GNF Shares entitling the holders thereof to attend where such holders were required to abstain from voting in favour of the special resolution or the ordinary resolution at the GNF EGM pursuant to Rule 13.40 of the Listing Rules, and no GNF Shareholder or Disinterested Shareholder was required under the Takeovers Code and the Listing Rules to abstain from voting on the resolutions at the GNF EGM; and
- (iv) save as disclosed above, no person has stated any intention in the Scheme Document to vote against or to abstain from voting on any resolution at the GNF EGM.

The Share Registrar acted as the scrutineer for the vote-taking at the GNF EGM. Ms. Ng Yau Kuen Carmen, an independent non-executive director of GNF, took chair throughout the GNF EGM and save for Mr. Hung Hon Man and Mr. Cheung Chi Kong Ronald, all of the directors of GNF attended the GNF EGM.

CURRENT STATUS OF THE SCHEME CONDITIONS OF THE PROPOSAL

As at the date of this joint announcement, the Proposal remains, and the Scheme will become effective and binding on GNF and all Scheme Shareholders, subject to the satisfaction or waiver (as applicable) of the Scheme Conditions (other than Conditions (a) to (d), (f) and (g) which have been satisfied) as set out in the section headed “6. CONDITIONS TO THE PROPOSAL AND THE SCHEME” in Part VI – Explanatory Memorandum of the Scheme Document. Subject to such Scheme Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on Tuesday, 25 March 2025 (Cayman Islands time).

PROPOSED WITHDRAWAL OF THE LISTING OF THE GNF SHARES

GNF has applied to the Stock Exchange, and the Stock Exchange has granted its approval, for the withdrawal of the listing of the GNF Shares on the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect from 4:00 p.m. on Thursday, 27 March 2025, subject to the Scheme becoming effective.

CLOSURE OF REGISTER OF MEMBERS

Subject to the Scheme being sanctioned by the Court and assuming the Scheme Record Time falls on Tuesday, 25 March 2025, for the purpose of determining the entitlements of the Scheme Shareholders, the register of members of GNF will be closed from Friday, 14 March 2025 (or such other date as the GNF Shareholders may be notified by announcement) onwards, during which period no transfer of GNF Shares will be registered.

In order to qualify for entitlements under the Scheme, Scheme Shareholders should ensure that their GNF Shares are registered or the relevant transfer documentation for their GNF Shares are lodged for registration with the Share Registrar before the closure of the register of members of GNF.

EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by GNH and GNF. All references in this joint announcement to times and dates are references to Hong Kong times and dates, other than references to the expected date of the Court Hearing and the Scheme Effective Date which are the relevant times and dates in the Cayman Islands.

**Hong Kong time
(unless otherwise stated)**

Expected latest time for trading in the GNF Shares on the Stock Exchange	4:10 p.m. on Monday, 10 March 2025
Latest time for lodging transfers of GNF Shares in order to qualify for the entitlements under the Scheme	4:30 p.m. on Thursday, 13 March 2025
Closure of the register of members for determining the entitlements under the Scheme ⁽¹⁾	from Friday, 14 March 2025 onwards
Court Hearing	Thursday, 20 March 2025 <i>(Cayman Islands time)</i>

Announcement of (1) the results of the Court Hearing;
(2) the expected Scheme Effective Date; and
(3) the expected date of the withdrawal of the
listing of the GNF Shares from the
Stock Exchange, published on the
Stock Exchange’s website on or before 8:30 a.m. on
Friday, 21 March 2025

Scheme Record Time Tuesday, 25 March 2025

Scheme Effective Date Tuesday, 25 March 2025
(Cayman Islands time)

Announcement of (1) the Scheme Effective Date; and
(2) the withdrawal of listing of Shares on the
Stock Exchange, published on the Stock
Exchange’s website no later than 8:30 a.m. on
Wednesday, 26 March 2025

Expected withdrawal of listing of Shares
on the Stock Exchange ⁽²⁾ 4:00 p.m. on
Thursday, 27 March 2025

Latest date to despatch:
(1) Cheques for payment of the Scheme Dividend to
the Scheme Shareholders ⁽³⁾; and
(2) GNH share certificates to the Scheme Shareholders on or before
Thursday, 3 April 2025

First day of dealings of the new GNH Shares issued to
the Scheme Shareholders on the Stock Exchange Monday, 7 April 2025

Notes:

- (1) The register of members of GNF will be closed during such period for the purpose of determining the Scheme Shareholders who are qualified for the entitlements under the Scheme.
- (2) The Scheme will become effective upon all the Scheme Conditions set out in the section headed “6. CONDITIONS TO THE PROPOSAL AND THE SCHEME” in the Explanatory Memorandum in Part VI of the Scheme Document having been fulfilled or waived (as applicable). Shareholders will be advised by an announcement of the exact date upon which the Scheme becomes effective. The withdrawal of listing of Shares will take place following the Scheme becoming effective on the Scheme Effective Date and it is expected that the listing of Shares will be withdrawn at 4:00 p.m. on Thursday, 27 March 2025. All of the Scheme Conditions will have to be fulfilled or waived (as applicable) on or before 30 April 2025 (or such later date as the GNH and GNF may agree or, to the extent applicable, as the Court may direct and, in all cases, as permitted by the Executive and/or the Court) (i.e. the Long Stop Date), failing which the Proposal and the Scheme will lapse.

- (3) Cheques for the entitlements of the Scheme Shareholders of the Scheme Dividend will be despatched by ordinary post in postage pre-paid envelopes addressed to the Scheme Shareholders at their respective addresses as appearing in the register of members of GNF as at the Scheme Record Time or, in the case of joint holders, at the address appearing in the register of members of GNF as at the Scheme Record Time of the joint holder whose name then stands first in the register of members of GNF in respect of the relevant joint holding as soon as possible but in any event no later than seven Business Days after the Scheme Effective Date. Cheques shall be posted at the risk of the addressees and none of GNH, GNF, Messis Capital, the Independent Financial Adviser and the share registrar of GNH and their respective ultimate beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in transmission.

GENERAL

As at 5 November 2024 (being the commencement date of the Offer Period), the total number of GNF Shares held by GNH and the GNH Concert Parties were 1,824,690,171 GNF Shares, representing approximately 72.99% of the issued GNF Shares. As at the date of this joint announcement, the total number of Shares held or beneficially owned by GNH and the GNH Concert Parties was 1,824,690,171 GNF Shares, representing approximately 72.99% of the GNF issued Shares. Neither GNH nor the GNH Concert Parties had acquired or agreed to acquire any GNF Shares or any convertible securities, warrants, options or derivatives in respect of the GNF Shares during the Offer Period.

As at the date of this joint announcement, neither the GNH nor the GNH Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of GNF.

Warning: Holders of and potential investors in the securities of GNH and GNF should note that the Proposal and all transactions contemplated thereunder are subject to the fulfilment or waiver (as applicable) of the Scheme Conditions. Accordingly, there is no certainty as to whether, and if so when, the Proposal or the Scheme will be implemented or become effective.

Holders of and potential investors in the securities of GNH and GNF should therefore exercise caution when dealing in the securities of GNH and GNF. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors
Get Nice Holdings Limited
Kam, Eddie Shing Cheuk
Executive Director and
Chief Executive Officer

By order of the board of directors
Get Nice Financial Group Limited
Hung Sui Kwan
Executive Director and
Chief Executive Officer

Hong Kong, 7 March 2025

As at the date of this joint announcement,

- (a) the GNH Board comprises three executive directors, namely Mr. Hung Hon Man, Mr. Cham Wai Ho, Anthony and Mr. Kam, Eddie Shing Cheuk, one non-executive Director, namely Ms. Wu Yan Yee and three independent non-executive directors, namely Ms. Chan Oi Chong, Mr. Leung Yiu Man and Mr. Ho Pak Chuen Brian; and*
- (b) the GNF Board comprises two executive directors, namely Mr. Hung Sui Kwan and Mr. Shum Kin Wai, Frankie, one non-executive director, namely Mr. Hung Hon Man and three independent non-executive directors, namely Mr. Chan Ka Kit, Mr. Cheung Chi Kong Ronald and Ms. Ng Yau Kuen Carmen.*

The directors of GNH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the GNF Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the GNH Board 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.

The directors of GNF jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the GNH Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this joint announcement by the GNF Board 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.

This joint announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its publication and on GNH’s website www.getnice.com.hk and GNF’s website www.getnicefg.com.hk.