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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) DECLARATION OF SCHEME DIVIDEND; AND

(III) PROPOSED WITHDRAWAL OF LISTING OF THE GNF SHARES

**SANCTION OF THE SCHEME BY THE COURT;
EXPECTED EFFECTIVE DATE OF THE SCHEME;
AND
EXPECTED DATE OF WITHDRAWAL OF LISTING
OF THE GNF SHARES**

Financial Adviser to GNH

MESSIS 大有融資

Independent Financial Adviser

VEDA | CAPITAL
智 略 資 本

References are made to (i) 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**”); and (ii) the announcement (the “**Results Announcement**”) dated 7 March 2025 and jointly issued by GNH and GNF in relation to, among other things, the results of the Court Meeting and the GNF EGM. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Scheme Document.

SANCTION OF THE SCHEME AND CONFIRMATION OF THE CAPITAL REDUCTION BY THE COURT

The Scheme was sanctioned without modification by the Court at the petition hearing held on Thursday, 20 March 2025 (Cayman Islands time). The reduction of the issued share capital of GNF associated with the cancellation and extinguishment of the Scheme Shares (the “**Capital Reduction**”) was also confirmed by the Court on the same day at the same hearing.

An official copy of the order of the Court sanctioning the Scheme and confirming the Capital Reduction is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration (the “**Registration**”) on Tuesday, 25 March 2025 (Cayman Islands time).

UPDATE ON 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 fulfilment or waiver (as applicable) of the second part of Scheme Condition (e) and Scheme Conditions (h), (i), (j), (k), (l) and (m) as set out below:

- (e) the delivery to the Registrar of Companies of a copy of the order of the Court for registration;
- (h) all Authorisations having been obtained or made from, with or by (as the case may be) the Relevant Authorities in the Cayman Islands, Hong Kong, and/or any other relevant jurisdictions and, if applicable, any waiting periods having expired or terminated (in each case where such Authorisation is material in the context of the GNH Group or the GNF Group as a whole and in the context of the Proposal);
- (i) the Authorisations remaining in full force and effect without variation, and all necessary statutory or regulatory obligations in all relevant jurisdictions having been complied with and no requirement having been imposed by any Relevant Authorities which is not expressly provided for, or is in addition to requirements expressly provided for, in relevant laws, rules, regulations or codes in connection with the Proposal or any matters, documents (including circulars) or things relating thereto, in each aforesaid case up to and at the time when the Scheme becomes effective in accordance with its terms;

- (j) if required, the obtaining by GNH of such other necessary consent, approval, permission, waiver or exemption which may be required from any Relevant Authorities or other third parties which are necessary for the performance of the Scheme under applicable laws and regulations;
- (k) no government, governmental, quasi-governmental, statutory or regulatory body, court or agency in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry (or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order) that would make the Scheme or its implementation in accordance with its terms void, unenforceable, illegal or impracticable (or which would impose any material and adverse conditions or obligations with respect to the Scheme or its implementation in accordance with its terms);
- (l) all necessary consents which may be required from financial institutions under any existing material debt facilities and other contractual obligations of GNF being obtained; and
- (m) since the Latest Practicable Date, there not having been instituted or remaining outstanding any material litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the GNF Group is a party (whether as plaintiff or defendant or otherwise) and no such proceedings having been threatened in writing against any such member and no investigation by any government or quasi-governmental, supranational, regulatory or investigative body or court against or in respect of any such member or the business carried on by any such member having been threatened in writing, announced, instituted or remaining outstanding by, against or in respect of any such member in each case which is material and adverse in the context of the GNF Group taken as a whole or in the context of the Proposal.

All of the other Scheme Conditions as set out in the section headed “6. Conditions to the Proposal and the Scheme” in Part VI – Explanatory Statement of the Scheme Document have been fulfilled.

A copy of the order of the Court sanctioning the Scheme is expected to be delivered to the Registrar of Companies in the Cayman Islands for Registration on Tuesday, 25 March 2025 (Cayman Islands time) whereupon Scheme Condition (e) will be fulfilled.

In respect of the Scheme Conditions (h) to (j), as at the date of this joint announcement, other than those set out in Scheme Conditions (a) to (g) (inclusive), GNH is not aware of any Authorisations or consents which are required. As at the date of this joint announcement, GNH is not aware of any circumstances which may result in Scheme Conditions (h), (i), (j), (k), (l) and/or (m) not being satisfied and/or waived.

EXPECTED EFFECTIVE DATE OF THE SCHEME

As at the date of this joint announcement and as set out above, except for the Registration under Scheme Condition (e) and Scheme Conditions (h) to (m) (inclusive) which form part of the Scheme Conditions, all of the Scheme Conditions as set out in the section headed “6. Conditions to the Proposal and the Scheme” in Part IV – Explanatory Memorandum of the Scheme Document have been fulfilled. The Registration is expected to be completed by Tuesday, 25 March 2025 (Cayman Islands time). Assuming that all the Scheme Conditions are fulfilled or waived (as applicable), it is expected that the Scheme will become effective on Tuesday, 25 March 2025 (Cayman Islands time). A further announcement will be made when the Scheme has become effective.

EXPECTED WITHDRAWAL OF THE LISTING OF THE GNF SHARES

The Company has applied to the Stock Exchange for, and the Stock Exchange has approved the withdrawal of the listing of the GNF Shares on the Stock Exchange with effect from 4:00 p.m. on Thursday, 27 March 2025, subject to the Scheme becoming effective.

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)

Scheme Record Time Tuesday, 25 March 2025

Tuesday, 25 March 2025

Scheme Effective Date *(Cayman Islands time)*

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

Expected withdrawal of listing of Shares
on the Stock Exchange ⁽¹⁾ 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 ⁽²⁾; and
(2) GNH share certificates on or before
to the Scheme Shareholders 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 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.
- (2) 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.

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, 21 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.