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HONEYLINK AGENTS LIMITED

(Incorporated in the British Virgin Islands with limited liability)



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) CLOSE OF THE OFFER; (2) RESULTS OF THE OFFER; AND (3) PUBLIC FLOAT OF THE COMPANY

Financial adviser to the Offeror

VEDA | CAPITAL

智略資本

Reference is made to the composite document jointly issued by the Offeror and Get Nice Financial Group Limited (the “**Company**”) dated 26 November 2020 (the “**Composite Document**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the unconditional mandatory cash offer (the “**Offer**”) made by Get Nice Securities on behalf of the Offeror for all the share (the “**Shares**”) of the Company other than those already owned or agreed to be acquired by the Offeror, Get Nice Holdings or any of their subsidiaries (the “**Offer Shares**”) was closed at 4:00 p.m. on Thursday, 17 December 2020 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 17 December 2020, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received 11 valid acceptances of the Offer in respect of 427,006 Offer Shares (the “**Acceptance Shares**”), representing approximately 0.02% of the total issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the commencement of the Offer Period, the Offeror and its Concert Parties were interested in a total of 1,875,000,000 Shares, representing 75% of the total issued share capital of the Company. Save for the aforesaid, the Offeror and its Concert Parties did not hold, control or direct over any Share or right over Shares prior to the commencement of the Offer Period.

Immediately after the close of the Offer, taking into account the Acceptance Shares under the Offer, the Offeror and its Concert Parties are interested in an aggregate of 1,875,427,006 Shares, representing approximately 75.02% of the issued share capital of the Company.

The following table sets out the shareholding structure of the Company (i) immediately before commencement of the Offer Period; and (ii) immediately after the close of the Offer and as at the date of this joint announcement:

Shareholders	Immediately before commencement of the Offer Period		Immediately after the close of the Offer and as at the date of this joint announcement	
	Number of Shares held	%	Number of Shares held	%
The Offeror and its Concert Parties				
The Offeror	50,309,829	2.01	50,736,835	2.03
Get Nice Holdings	1,824,690,171	72.99	1,824,690,171	72.99
Sub-total of the Offeror and its Concert Parties	1,875,000,000	75.00	1,875,427,006	75.02
Public Shareholders	<u>625,000,000</u>	<u>25.00</u>	<u>624,572,994</u>	<u>24.98</u>
Total	<u><u>2,500,000,000</u></u>	<u><u>100.00</u></u>	<u><u>2,500,000,000</u></u>	<u><u>100.00</u></u>

Save as disclosed above, the Offeror and parties acting in concert with it (i) have not acquired or agreed to acquire any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period; or (ii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of the acceptances of the Offer) payable for the Offer Shares tendered under the Offer have been, or will be, posted to the Shareholders who have already accepted the Offer (to the address specified in the Form of Acceptance) by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete, valid and in compliance with the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer is Tuesday, 29 December 2020.

PUBLIC FLOAT

Immediately after the close of the Offer, 624,572,994 Shares, representing approximately 24.98% of the total number of issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined in the Listing Rules), subject to the completion of the transfer of the Offer Shares acquired under the Offer to the Offeror. Accordingly, the minimum public float requirement of 25% as set out under the Listing Rules was not satisfied.

The sole director of the Offeror has undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares following the close of the Offer, to ensure that not less than 25% of the Shares will be held by the public.

An application has been made to the Stock Exchange for a temporary waiver from strict compliance with the Listing Rules. The Offeror will take appropriate steps as soon as practicable to restore the required minimum public float. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

For and on behalf of
Honeylink Agents Limited
Hung Hon Man
Director

By order of the Board
Get Nice Financial Group Limited
Hung Sui Kwan
Executive GNF Director

Hong Kong, 17 December 2020

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 Offeror and its Concert Parties) 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 sole director of the Offeror) 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 GNF Directors (in their capacity as the 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.