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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)

JOINT ANNOUNCEMENT
(1) PROPOSED PRIVATISATION OF GET NICE HOLDINGS LIMITED BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS;
(2) PROPOSED WITHDRAWAL OF LISTING;
(3)PROPOSED SPECIAL DIVIDEND;
(4) ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE; AND
(5) RESUMPTION OF TRADING IN SHARES

Financial Adviser to the Offeror

MESSIS 大有融資

Principal Banker to the Offeror

創興銀行 Chong Hing Bank

Independent Financial Adviser to the Independent Board Committee

VEDA | CAPITAL 智略資本

1. INTRODUCTION

The Offeror and the Company jointly announce that, on 25 June 2026, after trading hours, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Act. The Scheme will involve the cancellation of the Scheme Shares and, in consideration therefor, the payment to the Scheme Shareholders of the Total Price in cash for each Scheme Share cancelled, and the withdrawal of the listing of the Shares from the Stock Exchange.

2. TERMS OF THE PROPOSAL

If the Proposal is approved and implemented:

(a) all Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment of the Total Price of HK$4.00 for each Scheme Share cancelled, comprising (i) the Cancellation Price of HK$2.00 in cash for each Scheme Share to be paid by the Offeror; and (ii) the Special Dividend of HK$2.00 in cash for each Share to be paid by the Company;

(b) contemporaneously with the cancellation of the Scheme Shares, the issued share capital of the Company will be maintained at the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares (credited as fully paid) as is equal to the number of the Scheme Shares cancelled and the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares will be applied in paying up in full the new Shares so allotted and issued to the Offeror;

(c) the Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Main Board of the Stock Exchange pursuant to Rule 6.15(2) of the Listing Rules with effect immediately following the Effective Date.

Under the Proposal, the Offeror will procure the Company to, and the Company will, declare the Special Dividend of HK$2.00 which, subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions, shall be payable to the Shareholders whose names appear on the register of members of the Company on the Record Date. The 319,418,292 Shares beneficially owned by the Offeror as at the date of this joint announcement will not form part of the Scheme Shares and the Offeror has irrevocably and unconditionally agreed to waive its entitlement to receive the Special Dividend.

Accordingly, if the Scheme becomes binding and effective in accordance with its terms and conditions, the Scheme Shareholders whose names appear on the register of members of the Company on the Record Date will receive:

For every 1 Scheme Share cancelled .... the Total Price of HK$4.00

The Total Price of HK$4.00 in cash per Scheme Share under the Proposal comprises (i) the Cancellation Price of HK$2.00 in cash for each Scheme Share to be paid by the Offeror; and (ii) the Special Dividend of HK$2.00 in cash for each Share to be paid by the Company, with the Cancellation Price representing a discount of approximately 41.2% under the closing price of HK$3.40 per Share as quoted on the Stock Exchange on the Last Trading Date and the Total Price representing a premium of approximately 17.6% over the closing price of HK$3.40 per Share as quoted on the Stock Exchange on the Last Trading Date.

The Total Price has been determined on a commercial basis after taking into account, among other things, recent and historical traded prices and trading volume of the Shares, the financial performance of the Group and the factors as set out in the section headed “Reasons for and benefits of the Proposal” in this joint announcement.

If, after the date of this joint announcement, any dividend and/or other distribution and/or other return of capital other than the Special Dividend is announced, declared or paid in respect of the Shares, the Offeror reserves the right to reduce the Cancellation Price by all or any part of the net amount or value of such dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in this joint announcement, the Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced.

As at the date of this joint announcement, (i) the Company has not declared any dividend which remains unpaid; and (ii) the Company has confirmed that, other than the Special Dividend, it does not intend to declare any dividend or other distribution on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

3. CONDITIONS OF THE PROPOSAL AND THE SCHEME

The Proposal is conditional upon the fulfillment or waiver, as applicable, of the Conditions as described in the section headed "Conditions of the Proposal and the Scheme" below. All Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date, failing which the Proposal will lapse.

4. FINANCIAL RESOURCES

On the basis of the Cancellation Price of HK$2.00 per Scheme Share, the Special Dividend of HK$2.00 per Scheme Share and 298,778,970 Scheme Shares in issue as at the date of this joint announcement and assuming no further Shares will be issued on or before the Record Date, the total maximum cash consideration payable to the Scheme Shareholders under the Proposal would be approximately HK$1,195.1 million.

Payment of the Cancellation Price will be funded by the Facility and/or internal resources of the Offeror and/or its sole shareholder. Payment of the Special Dividend will be funded by the internal cash resources of the Company.

Messis Capital, the financial adviser to the Offeror in relation to the Proposal, is satisfied that sufficient financial resources are available to (i) the Offeror to satisfy the Cancellation Price; and (ii) the Company to satisfy the Special Dividend.

5. SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this joint announcement:

(i) the issued share capital of the Company comprises 618,197,262 Shares;

(ii) the Offeror beneficially owns 319,418,292 Shares, representing 51.67% of the issued Shares. These Shares owned by the Offeror will not form part of the Scheme Shares and will not be cancelled and extinguished upon the Scheme becoming effective;

(iii) the Scheme Shareholders hold an aggregate of 298,778,970 Shares, representing 48.33% of the issued Shares. Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished upon the Scheme becoming effective;

(iv) there are no other outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into Shares.

Assuming there is no other change in the shareholding of the Company before completion of the Proposal, the Offeror will hold 100% of the issued Shares upon the Scheme becoming effective.

6. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee has been established to advise the Disinterested Shareholders as to whether the terms of the Proposal and the Scheme are fair and reasonable, and whether to vote in favour of the Scheme at the Court Meeting and the necessary resolution(s) to implement the Proposal at the EGM.

Veda Capital has been appointed by the Board as the Independent Financial Adviser to advise the Independent Board Committee in connection with the terms of the Proposal and the Scheme. The appointment of Veda Capital has been approved by the Independent Board Committee. The advice of the Independent Financial Adviser and recommendation of the Independent Board Committee will be included in the Scheme Document to be despatched to the Shareholders in due course.

7. WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all Scheme Shares will be cancelled (with such number of new Shares as is equal to the number of Scheme Shares so cancelled being issued as fully paid to the Offeror) and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will apply to the Stock Exchange for withdrawal of listing of the Shares on the Stock Exchange pursuant to Rule 6.15(2) of the Listing Rules, such withdrawal to take place immediately following the Effective Date.

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

8. DESPATCH OF THE SCHEME DOCUMENT

A Scheme Document including, among other things, further details of the Proposal, further details of the Special Dividend, an explanatory statement, the expected timetable relating to the Proposal, the recommendation of the Independent Board Committee, the letter of advice from the Independent Financial Adviser and notices of the Court Meeting and the EGM will be despatched to the Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code, the Listing Rules and applicable laws and regulations.

Under Rule 8.2 of the Takeovers Code, the Scheme Document should be despatched to the Shareholders within 21 days of the date of this joint announcement (or the next business day after 21 days from the date of this joint announcement if that day is not a business day). The Scheme Document may only be despatched to the Shareholders after the Grand Court has, at a hearing to be held on a date to be fixed by the Grand Court, directed the holding of the Grand Court Meeting.

A detailed expected timetable of the implementation of the Proposal will be set out in the Scheme Document, which will also contain, among other things, further details of the Scheme.

As additional time is required to procure the holding of the directions hearing, to prepare the valuation report in respect of the property interests of the Company and to finalise the information to be included in the Scheme Document, an application will be made with the Executive for its consent to extend the latest time for the despatch of the Scheme Document. Further announcement(s) will be made by the Company and the Offeror as and when appropriate in accordance with the Takeovers Code.

9. RESUMPTION OF TRADING

At the request of the Company, trading of Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 26 June 2026, pending the issue of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading of Shares on the Stock Exchange with effect from 9:00 a.m. on 20 July 2026.

WARNINGS

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Trading activities contributing to price and liquidity movements in the Shares following the publication of this joint announcement may be affected by the existence of the Proposal, which may or may not be indicative of the financial prospects of the Group or the performance of the Shares, and could be transient in nature. Shareholders are reminded to exercise caution in drawing any inference from any such activities when contemplating the approval and acceptance of the Proposal.

Shareholders and potential investors of the Company should be aware that the payment of the Special Dividend is in turn subject to, amongst other things, the Scheme having become binding and effective in accordance with its terms and conditions. Accordingly, the Special Dividend may or may not materialise. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

This joint announcement is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote on the Proposal. Any acceptance, rejection or other response to the Proposal should be made only on the basis of information in the Scheme Document or any other document by which the Proposal is made.

The availability of the Proposal to persons who are not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in Hong Kong should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas Scheme Shareholders will be contained in the Scheme Document.

NOTICE TO OVERSEAS SHAREHOLDERS

This joint announcement is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote on the Proposal. Any acceptance, approval, rejection or other response to the Proposal should be made only on the basis of information in the Scheme Document or any other document by which the Proposal is made.

The availability of the Proposal to persons who are not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in Hong Kong should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas Shareholders will be contained in the Scheme Document. Persons who are not resident in Hong Kong should consult their professional advisors if in doubt.

NOTICE TO U.S. INVESTORS

The Proposal is being made to cancel the securities of a Cayman Islands exempted company by means of a scheme of arrangement provided for under the laws of Cayman Islands and is subject to Hong Kong disclosure requirements which are different from those of the United States.

A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Securities Exchange Act of 1934, as amended. Accordingly, the Proposal is subject to the disclosure requirements and practices applicable in the Cayman Islands and Hong Kong to schemes of arrangement which differ from the disclosure and procedural requirements applicable under the US federal securities laws.

The receipt of cash pursuant to the Proposal by a US holder of Scheme Shares as consideration for the cancellation and extinguishment of his/her/its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each holder of Scheme Shares is urged to consult his/her/its independent professional adviser immediately regarding the tax consequences of the Proposal applicable to him/her/it.

It may be difficult for US holders of Scheme Shares to enforce their rights and claims arising out of the US federal securities laws, since the Offeror and the Company are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. US holders of Scheme Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

INTRODUCTION

The Offeror and the Company jointly announce that, on 25 June 2026, after trading hours, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Act. The Scheme will involve the cancellation of the Scheme Shares and, in consideration therefor, the payment to the Scheme Shareholders of the Total Price in cash for each Scheme Share cancelled, and the withdrawal of the listing of the Shares from the Stock Exchange.

TERMS OF THE PROPOSAL

If the Proposal is approved and implemented:

(a) all Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment of the Total Price of HK$4.00 for each Scheme Share cancelled, comprising (i) the Cancellation Price of HK$2.00 in cash for each Scheme Share to be paid by the Offeror; and (ii) the Special Dividend of HK$2.00 in cash for each Share to be paid by the Company;

(b) contemporaneously with the cancellation of the Scheme Shares, the issued share capital of the Company will be maintained at the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares (credited as fully paid) as is equal to the number of the Scheme Shares cancelled and the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares will be applied in paying up in full the new Shares so allotted and issued to the Offeror;

(c) the Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Main Board of the Stock Exchange pursuant to Rule 6.15(2) of the Listing Rules with effect immediately following the Effective Date.

Cancellation Price and Special Dividend

The Scheme will provide that the Scheme Shares be cancelled in exchange for the payment to Scheme Shareholders of the Total Price of HK$4.00 in cash for each Scheme Share (being the aggregate of the Cancellation Price of HK$2.00 and the Special Dividend of HK$2.00).

Under the Proposal, the Offeror will procure the Company to, and the Company will, declare the Special Dividend of HK$2.00 which, subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions, shall be payable to the Shareholders whose names appear on the register of members of the Company on the Record Date.

Accordingly, if the Scheme becomes binding and effective in accordance with its terms and conditions, the Scheme Shareholders whose names appear on the register of members of the Company on the Record Date will receive the Total Price of HK$4.00 in cash per Scheme Share under the Proposal, comprising (i) the Cancellation Price of HK$2.00 in cash for each Scheme Share to be paid by the Offeror; and (ii) the Special Dividend of HK$2.00 in cash for each Share to be paid by the Company, with the Cancellation Price representing a discount of approximately 41.2% under the closing price of HK$3.40 per Share as quoted on the Stock Exchange on the Benchmark Date and the Total Price representing a premium of approximately 17.6%, over the closing price of HK$3.40 per Share as quoted on the Stock Exchange on the Benchmark Date.

If, after the date of this joint announcement, any dividend and/or other distribution and/or other return of capital other than the Special Dividend is announced, declared or paid in respect of the Shares, the Offeror reserves the right to reduce the Cancellation Price by all or any part of the net amount or value of such dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in this joint announcement, the Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced.

As at the date of this joint announcement, (i) the Company has not declared any dividend which remains unpaid; and (ii) the Company has confirmed that, other than the Special Dividend, it does not intend to declare any dividend or other distribution on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

Total consideration

As at the date of this joint announcement, the total issued share capital of the Company comprises 618,197,262 Shares. On the assumptions that (i) the Scheme has become effective; and (ii) no further Shares are issued before the Record Date, there would be 298,778,970 Scheme Shares and accordingly, the total Cancellation Price payable by the Offeror under the Scheme is approximately HK$597.6 million. On the assumption that there is no other change in the shareholding structure of the Company before the completion of the Proposal, subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions, the total amount of the Special Dividend payable to the Scheme Shareholders will be approximately HK$597.6 million, which will be funded by the Company. The sum of the Total Price payable to the Scheme Shareholders under the Proposal would be approximately HK$1,195.1 million. The 319,418,292 Shares beneficially owned by the Offeror as at the date of this joint announcement will not form part of the Scheme Shares and the Offeror has irrevocably and unconditionally agreed to waive its entitlement to receive the Special Dividend.

Confirmation of financial resources

On the basis of the Cancellation Price of HK$2.00 per Scheme Share, the Special Dividend of HK$2.00 per Share and 298,778,970 Scheme Shares in issue as at the date of this joint announcement and assuming no further Shares will be issued on or before the Record Date, the total maximum cash consideration payable to the Scheme Shareholders under the Proposal would be approximately HK$1,195.1 million.

Payment of the Cancellation Price will be funded by the Facility and/or internal resources of the Offeror and/or its sole shareholder. Payment of the Special Dividend will be funded by the internal cash resources of the Company.

The Facility is secured by (i) a share charge over all of the issued shares of the Offeror; (ii) a share charge over all of the issued shares of the Company beneficially owned by the Offeror (i.e. 319,418,292 Shares), and all of the issued Shares that will be beneficially owned by the Offeror from time to time (upon the Scheme becoming effective, the Company will allot and issue new Shares to the Offeror in the number equal to the number of the Scheme Shares canceled); and (iii) the debenture in respect of all current and future assets of the Offeror entered or to be entered into between the Offeror as chargor and Chong Hing Bank Limited as chargee. The Offeror confirms that the repayment of the Facility including interest thereon is not dependent on the business of the Group.

Messis Capital, the financial adviser to the Offeror in relation to the Proposal, is satisfied that sufficient financial resources are available to (i) the Offeror to satisfy the Cancellation Price; and (ii) the Company to satisfy the Special Dividend.

CONDITIONS OF THE PROPOSAL AND THE SCHEME

The Proposal and the Scheme will become effective and binding on the Company and all Scheme Shareholders subject to the fulfillment or waiver (as applicable) of the following Conditions:

(a) the approval of the Scheme (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;

(b) the approval of the Scheme (by way of poll) by at least 75% of the votes attaching to the Shares other than those held by the Offeror and the Offeror Concert Parties (the "**Disinterested Shares**") held by the holder(s) of Disinterested Share(s) (the "**Disinterested Shareholders**") that are voted either in person or by proxy at the Court Meeting, provided that 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 Disinterested Shares held by the Disinterested Shareholders;

(c) the passing by the Shareholders (including the Offeror and the Offeror Concert Parties) of an ordinary resolution at the extraordinary general meeting of the Company to be convened and held on the same day as the Court Meeting for the Shareholders (the "**EGM**") to approve declaration and payment of the Special Dividend;

(d) the passing by the Shareholders (including the Offeror and the Offeror Concert Parties) of a special resolution by a majority of not less than three-fourths of the votes cast by the Shareholders present and voting, in person or by proxy, at the EGM to approve any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares, and apply the reserve created by the cancellation and extinguishment of the Scheme Shares to contemporaneously maintain the issued share capital of the Company by the allotment and issue of an equal number of the Shares (credited as fully paid at par) to the Offeror;

(e) the sanction of the Scheme (with or without modification) by the Grand Court under section 86(2A) of the Companies Act and if necessary its confirmation of any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares, and the delivery to the Registrar of Companies in the Cayman Islands (the "**Registrar of Companies**") of a copy of the order of the Grand Court for registration;

(f) all necessary 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 before the Effective Date (which as at the date of this joint announcement, there are none) having expired or terminated (in each case where such Authorisations are material in the context of the Honeylink Group or the Group as a whole and in the context of the Proposal);

(g) 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 binding and effective in accordance with its terms;

(h) if required, the obtaining by the Offeror 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;

(i) 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);

(j) all necessary consents which may be required from financial institutions under any existing material debt facilities and other contractual obligations of the Group being obtained; and

(k) since 25 June 2026, there not having been instituted or remaining outstanding any material litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the 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 Group taken as a whole or in the context of the Proposal.

The Scheme Conditions (a) to (i) above are not waivable. The Offeror reserves the right to waive any of the Scheme Conditions (j) to (k), either in whole or in respect of any particular matter. Save for the approvals by the Grand Court, the Executive and the Stock Exchange, the Company and the Offeror are not aware of any other Authorisations, consents, approvals and/or permissions required in respect of Scheme Conditions (f), (g), (h) and (j). All of the Scheme Conditions will have to be satisfied or waived (as applicable), on or before the Long Stop Date, otherwise the Scheme will not become effective. Subject to the Conditions being satisfied or waived (as applicable), the Scheme will become effective and binding on the Company and all Scheme Shareholders.

If the Conditions are not satisfied or waived (as appropriate) on or before the Long Stop Date, the Proposal will lapse. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Proposal if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal.

If the Conditions are satisfied or waived (as applicable), the Scheme will be binding on the Offeror and all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the EGM. An update of the expected timetable will be provided by further announcement when the Scheme Document is despatched.

As at the date of this joint announcement, none of the Conditions have been fulfilled or waived (as the case may be).

Warning: Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

COMPARISONS OF VALUE

The Total Price of HK$4.00 per Scheme Share represents:

In relation to the Last Trading Day

– a premium of approximately 17.6% to the closing price of HK$3.40 per Share as quoted on the Stock Exchange on the Last Trading Day;

– a premium of approximately 21.2% to the average closing price of approximately HK$3.30 per Share as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;

– a premium of approximately 20.8% to the average closing price of approximately HK$3.31 per Share as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;

– a premium of approximately 24.6% over the average closing price of approximately HK$3.21 per Share as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day; and

– a premium of approximately 28.2% over the average closing price of approximately HK$3.12 per Share as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day.

In relation to the audited consolidated net asset value per Share attributable to owners of the Company

– a discount of approximately 62.8% to the audited consolidated net asset value per Share of approximately HK$10.76 as at 31 March 2026, based on (i) the audited net asset value attributable to owners of the Company of approximately HK$6,651,788,000 as at 31 March 2026 and (ii) 618,197,262 Shares in issue as at the date of this joint announcement.

The Cancellation Price of HK$2.00 per Scheme Share represents:

In relation to the Last Trading Day

– a discount of approximately 41.2% to the closing price of HK$3.40 per Share as quoted on the Stock Exchange on the Last Trading Day;

– a discount of approximately 39.3% to the average closing price of approximately HK$3.30 per Share as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;

– a discount of approximately 39.6% to the average closing price of approximately HK$3.31 per Share as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;

– a discount of approximately 37.7% over the average closing price of approximately HK$3.21 per Share as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day; and

– a discount of approximately 36.0% over the average closing price of approximately HK$3.12 per Share as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day.

In relation to the audited consolidated net asset value per Share attributable to owners of the Company

– a discount of approximately 81.4% to the audited consolidated net asset value per Share of approximately HK$10.76 as at 31 March 2026, based on (i) the audited net asset value attributable to owners of the Company of approximately HK$6,651,788,000 as at 31 March 2026 and (ii) 618,197,262 Shares in issue as at the date of this joint announcement.

The Total Price has been determined on a commercial basis after taking into account, among other things, recent and historical traded prices and trading volume of the Shares, the financial performance of the Group and the factors as set out in the section headed "Reasons for and benefits of the Proposal" in this joint announcement.

Further analysis on the Total Price will be included in the Scheme Document. Shareholders are encouraged to read carefully the contents of the Scheme Document when taking action in relation to the Proposal.

Highest and lowest prices

During the six-month period ended on and including the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK$3.66 on 22 May 2026, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK$2.98 on 29 December 2025 and 30 December 2025.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this joint announcement:

(i) the issued share capital of the Company comprises 618,197,262 Shares;

(ii) the Offeror beneficially owns 319,418,292 Shares, representing 51.67% of the issued Shares. These Shares owned by the Offeror will not form part of the Scheme Shares and will not be cancelled and extinguished upon the Scheme becoming effective;

(iii) the Scheme Shareholders hold an aggregate of 298,778,970 Shares, representing 48.33% of the issued Shares. Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished upon the Scheme becoming effective;

(iv) there are no other outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into Shares;

(v) there are no convertible securities, warrants or options in respect of the Shares held, controlled or directed by the Offeror;

(vi) the Offeror has not entered into any outstanding derivative in respect of the securities in the Company; and

(vii) the Offeror has not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

The table below sets out the shareholding structure of the Company as at the date of this joint announcement and immediately upon completion of the Proposal, assuming that there is no other change in the shareholding of the Company before the Effective Date.

Shareholders	**As at the date of this joint announcement**		**Immediately upon completion of the Proposal**	
	Number of Shares	*% of issued Shares*	*Number of Shares*	*% of issued Shares*
The Offeror	319,418,292	51.67%	618,197,262	100.00%
The Scheme Shareholders	298,778,970	48.33%	–	–
Total	618,197,262	100.00%	618,197,262	100.00%

Notes:

1. The Shares held by the Offeror as at the date of this joint announcement will not form part of the Scheme Shares and will not be cancelled or extinguished upon completion of the Proposal.

2. The entire issued share capital of the Offeror is 100% beneficially owned by Mr. Hung Hon Man, who is deemed to be interested in the Shares held by the Offeror under the SFO.

3. All Shares, other than those Shares held by the Offeror and/or any parties acting in concert with it, will form part of the Scheme Shares.

4. Save for Mr. Hung Hon Man as disclosed above, no other Directors hold any Shares as at the date of this joint announcement.

At as the date of this joint announcement, save as Mr. Hung Hon Man, who is the chairman of the Board and an executive Director, who through the Offeror is interested in 319,418,292 Shares, representing 51.67% of the number of issued Shares, no Directors are interested in any Shares.

SPECIAL DIVIDEND

Under the Proposal, the Offeror will procure the Company to, and the Company will, declare a Special Dividend of HK$2.00 which, subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions, shall be payable to the Shareholders whose names appear on the register of members of the Company on the Record Date. The 319,418,292 Shares beneficially owned by the Offeror as at the date of this joint announcement will not form part of the Scheme Shares and the Offeror has irrevocably and unconditionally agreed to waive its entitlement to receive the Special Dividend. None of the foregoing conditions to the payment of the Special Dividend can be waived.

The Board recommended the amount of the Special Dividend of HK$2.00, subject to the conditions of the Special Dividend being satisfied on or before the Long Stop Date. The Special Dividend will be paid by the Company to the Shareholders in cash after the Scheme having become binding and effective in accordance with its terms and conditions and will be paid on the same date on which the Cancellation Price will be paid by the Offeror to the Scheme Shareholders.

The Scheme Document, which will be despatched to the Shareholders in due course, will contain further details of the Special Dividend, including but not limited to the arrangements regarding the payment of the Special Dividend, overseas shareholders' entitlements, and the expected timetable of the Special Dividend.

Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective.

Shareholders and potential investors of the Company should be aware that the payment of the Special Dividend is in turn subject to, amongst other things, the Scheme having become binding and effective in accordance with its terms and conditions. Accordingly, the Special Dividend may or may not materialise. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

SCHEME SHARES, COURT MEETING AND EGM

Only Scheme Shareholders whose names appear in the register of members of the Company as at the Meeting Record Date may attend and vote at the Court Meeting to approve the Scheme. As at the date of this joint announcement, the Offeror is interested in 319,418,292 Shares, representing approximately 51.67% of the issued share capital of the Company. In any event, none of the Shares held by the Offeror and the Offeror Concert Parties will be voted at the Court Meeting. Each of the Offeror and the relevant Offeror Concert Parties will provide an undertaking to the Grand Court not to attend and vote at the Court Meeting. The Offeror and such Offeror Concert Parties will also undertake to the Grand Court to be bound by the Scheme, so as to ensure that they will comply with and be subject to the terms and conditions of the Scheme. Only the votes of the Disinterested Shareholders will be taken into account in determining if Condition (b) as disclosed in the section headed "Conditions of the Proposal and the Scheme" is satisfied, and therefore the Shares held by the Offeror and Offeror Concert Parties will not be taken into account in this respect. As at the date of this joint announcement, all Scheme Shares are Disinterested Scheme Shares.

All Shareholders (including the Offeror and the Offeror Concert Parties) whose names appear in the register of members of the Company as at the Meeting Record Date will be entitled to attend and vote on (i) the special resolution to be proposed at the EGM to approve and give effect to any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares and contemporaneous maintenance of the issued share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares (credited as fully paid) as is equal to the number of the Scheme Shares cancelled and applying the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full the new Shares so allotted and issued to the Offeror, and (ii) the ordinary resolution to be proposed at the EGM to approve and give effect to the Special Dividend. The Offeror and the Offeror Concert Parties have indicated that they will vote in favour of the above special resolution and ordinary resolution to be proposed at the EGM.

Assuming there is no other change in the shareholding of the Company before completion of the Proposal, the Offeror will hold 100% of the issued Shares upon the Scheme becoming effective.

FINANCIAL ADVISER TO THE OFFEROR, INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Offeror has appointed Messis Capital as its financial adviser in connection with the Proposal.

The Independent Board Committee, which comprises all the independent non-executive Directors, namely Ms. Chan Oi Chong, Mr. Leung Yiu Man and Mr. Ho Pak Chuen Brian, and the non-executive Director, namely Ms. Wu Yan Yee, has been established by the Board to make a recommendation to the Disinterested Shareholders as to whether the Proposal and the Scheme are or are not fair and reasonable, and as to voting by the Disinterested Shareholders at the Court Meeting and the EGM.

Veda Capital has been appointed by the Board as the Independent Financial Adviser to advise the Independent Board Committee in connection with the terms of the Proposal and the Scheme. The appointment of Veda Capital has been approved by the Independent Board Committee. The advice of the Independent Financial Adviser and recommendation of the Independent Board Committee will be included in the Scheme Document to be despatched to the Shareholders in due course.

REASONS FOR AND BENEFITS OF THE PROPOSAL

The Proposal allows an exit for the Scheme Shareholders at a substantial premium to the current market price. Notwithstanding that the Cancellation Price represents a discount of approximately 41.2% to the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day, the Proposal allows the Scheme Shareholders to receive the Special Dividend on top of the Cancellation Price, adding up to the Total Price which represents a premium of approximately 17.6% to the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day. While the Group continues to leverage its professionalism and extensive experience in the financial services industry and maintain long term growth and development in each of its diverse business segments including broking, securities margin financing, money lending, corporate finance, asset management, financial instruments investments, property investments and auction business, the anticipated returns of the Group's investment and business operations may not satisfy the different investment needs of the Scheme Shareholders who have different investment horizons and targets. The current geopolitical tensions and challenging business and investment environment also weigh on future growth opportunities of the Group which may eventually cast uncertainties on dividend distribution and investment returns. The Proposal would allow Scheme Shareholders the opportunity and the choice to fully liquidate their investment in the Company with a premium. Through this Proposal, Scheme Shareholders can monetize their investments for cash and redeploy the consideration received under the Proposal into other investment opportunities. The intention of the Offeror is to ensure that all minority shareholders are well-informed to make decisions that best suit their financial goals.

Moreover, the trading liquidity of the Shares has been low. The average trading volume of the Shares for the approximate one-month period, three-month period and six-month period up to and including the Last Trading Day were approximately 235,423 Shares, 173,996 Shares and 169,236 Shares per trading day, representing only approximately 0.08%, 0.06%, and 0.06%, respectively of the 298,778,970 Shares held by the Scheme Shareholders as at the date of this joint announcement. The low trading liquidity of the Shares could make it difficult for the Scheme Shareholders to execute substantial on-market disposals without adversely affecting the price of the Shares. The Proposal represents an immediate opportunity for the Scheme Shareholders to monetize their investments for cash.

The low liquidity in the trading of the Shares has also affected the Company's ability to raise funds from the equity market. The Company has not conducted any equity fund raising activities since 2018, indicating that its current listing status has not served as an effective fund-raising platform to support the Company's business development and future growth. The Proposal, which entails the delisting of the Company, is also expected to reduce the administrative costs and management resources associated with maintaining the Company's listing status and compliance with regulatory requirements.

INTENTION OF THE OFFEROR WITH REGARD TO THE COMPANY

Following the implementation of the Proposal, the Offeror intends that the Group will continue to carry on its business, including broking, securities margin financing, money lending, corporate finance, asset management, financial instruments investments, property investments and auction business.

The Offeror has no intention to have the Shares listed in other stock markets or to make major changes to the business of the Group and the employment of the employees of the Group, save for those changes which the Offeror may from time to time implement following the review of its strategy relating the business, structure and/or direction of the Group.

INFORMATION ON THE OFFEROR AND THE OFFEROR CONCERT PARTIES

The Offeror is a company incorporated in the BVI with limited liability which is wholly owned by Mr. Hung Hon Man. Mr. Hung Hon Man is the chairman of the Board, an executive Director of the Company and founder of the Group. He is responsible for the formulation of corporate strategy and the future direction of the Group. Mr. Hung Hon Man is also responsible for overseeing the money lending and credit operation, property development and investment of the Group. He possesses over 31 years of experience in the securities and real estate industries in Hong Kong and Taiwan.

INFORMATION ON THE GROUP

The Company is an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 64). The Company is principally engaged in investment holding. The Group is principally engaged in broking, securities margin financing, money lending, corporate finance, asset management, financial instruments investments, property investments and auction business.

Financial information

The following table is a summary of certain audited consolidated financial information of the Company for the two financial years ended 31 March 2026 and 31 March 2025, respectively, as extracted from the Company's annual results announcement dated 18 June 2026:

	Year ended/as at 31 March	
	2026	**2025**
	HK$'000	*HK$'000*
	(Audited)	(Audited)
Revenue	357,531	432,098
Profit for the year	53,425	76,032
Total assets	7,119,396	7,323,843
Net assets	6,651,878	6,623,650

WITHDRAWAL OF LISTING OF SHARES

Upon the Scheme becoming effective, all the Scheme Shares will be cancelled. Share certificates for the Shares held by the Scheme Shareholders will thereafter cease to have effect as documents or evidence of title. The Company will make an application for the listing of the Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, subject to the Scheme becoming effective, such withdrawal to take place immediately following the Effective Date. The Scheme Shareholders will be notified by way of an announcement of the exact dates of the Court Meeting and the EGM, the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange will become effective. A detailed timetable of the implementation of the Proposal will be included in the Scheme Document.

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive. The Offeror has no intention to seek such consent.

OVERSEAS SCHEME SHAREHOLDERS

The making and implementation of the Proposal to the Scheme Shareholders who are not residents in Hong Kong may be affected by the applicable laws of the relevant jurisdictions. Any Scheme Shareholders who are not residents in Hong Kong should inform themselves about and observe any applicable requirements in their own jurisdictions.

It is the responsibility of any overseas Scheme Shareholders wishing to take any action in relation to the Proposal to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with the necessary formalities and the payment of any issue, transfer or other taxes due from such overseas Scheme Shareholders in such jurisdiction.

Any acceptance by the overseas Scheme Shareholders will be deemed to constitute a representation and warranty from such persons to the Offeror and the Company and their respective advisers, including Messis Capital, the financial adviser to the Offeror in relation to the Proposal, that those laws and regulatory requirements have been complied with.

In the event that the receipt of the Scheme Document by overseas Scheme Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Offeror or the Company regard as unduly onerous or burdensome (or otherwise not in the best interests of the Offeror or the Company or their respective shareholders), the Scheme Document may not be despatched to such overseas Scheme Shareholders. For that purpose, the Company will apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such Scheme Shareholders. As at 31 May 2026, there are two overseas Scheme Shareholders located in Macau Special Administrative Region of the PRC.

TAXATION ADVICE

Scheme 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 Proposal. It is emphasised that none of the Offeror, the Company, Messis Capital or any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of the implementation of the Proposal.

SCHEME DOCUMENT

A Scheme Document including, among other things, further details of the Proposal, further details of the Special Dividend, an explanatory statement, the expected timetable relating to the Proposal, the recommendation of the Independent Board Committee, the letter of advice from the Independent Financial Adviser to advise the Independent Board Committee and notices of the Court Meeting and the EGM will be despatched to the Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code, the Listing Rules and applicable laws and regulations.

The Scheme Document will contain important information and the Scheme Shareholders are urged to read the Scheme Document carefully before casting any vote at (or providing any proxy in respect of) the Court Meeting or the EGM.

DISCLOSURE OF DEALINGS

Associates (as defined in the Takeovers Code) (other than associates of the Offeror by virtue only of class (6) of the definition of "associate" under the Takeovers Code) of the Offeror and the Company (including shareholders holding 5% or more of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

"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."

GENERAL

The Offeror, the Offeror Concert Parties and Mr. Hung Hon Man confirm that, as at the date of this joint announcement:

(a) the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man have not received any irrevocable commitment to vote for or against the Scheme;

(b) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man;

(c) there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the Shares or the shares of the Offeror between the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man and any other person which may be material to the Proposal (as referred to in Note 8 to Rule 22 of the Takeovers Code);

(d) save as disclosed in the section headed "Shareholding Structure of the Company", none of the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man owns or has control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives of the Company;

(e) none of the Offeror, the Offeror Concert Parties and Mr. Hung Hon Man has dealt in any Shares, options, derivatives, warrants or other securities convertible into Shares during the six-month period immediately prior to and including the date of this joint announcement;

(f) there is no agreement or arrangement to which the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man 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 Proposal;

(g) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man have borrowed or lent; and

(h) save for the Cancellation Price to be paid by the Offeror and the Special Dividend to be paid by the Company, no consideration, compensation or benefit in whatever form is or will be provided by the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man to any of the Scheme Shareholders or any persons acting in concert with them in connection with the Proposal.

The Board and the Offeror, the Offeror Concert Parties and Mr. Hung Hon Man confirm that, as at the date of this joint announcement, there is no understanding, agreements, arrangement or special deal between (a) any Shareholder and (b)(i) the Company, its subsidiaries or associated companies or (b)(ii) the Offeror, the Offeror Concert Parties and/or Mr. Hung Hon Man.

RESUMPTION OF TRADING

At the request of the Company, trading of Shares on the Stock Exchange was suspended from 9:00 a.m. on 26 June 2026, pending the issue of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading of Shares on the Stock Exchange with effect from 9:00 a.m. on 20 July 2026.

DEFINITIONS

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

"acting in concert"	has the meaning given to it under the Takeovers Code
"associate(s)"	has the meaning given to it under the Takeovers Code
"Authorisations"	all necessary authorisations, registrations, filings, rulings, consents, permissions and approvals (including approval in principle) in connection with the Proposal
"Board"	the board of Directors
"Cancellation Price"	a price of HK$2.00 per Scheme Share payable in cash to the Scheme Shareholders pursuant to the Scheme

"Companies Act"	the Companies Act (2026 Revision)(As Amended) of the Cayman Islands, as consolidated and revised from time to time
"Company"	Get Nice Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 64)
"Condition(s)"	the condition(s) to the implementation of the Proposal and the Scheme, as set out in the section headed "Conditions of the Proposal and the Scheme" of this joint announcement
"controlling shareholder(s)"	has the meaning given to it in the Listing Rules
"Court Meeting"	a meeting of the Scheme Shareholders to be convened at the direction of the Grand Court at which the Scheme (with or without modification) will be voted upon, or any adjournment thereof
"Director(s)"	the director(s) of the Company
"Disinterested Shares"	Shares other than those held by the Offeror and the Offeror Concert Parties
"Disinterested Shareholders"	holder(s) of the Disinterested Share(s)
"Effective Date"	the date on which the Scheme becomes effective in accordance with the Companies Act
"EGM"	the extraordinary general meeting of the Company to be convened and held immediately following the Court Meeting to consider all necessary resolutions for, amongst other things, the implementation of the Proposal (including the Scheme and the Special Dividend), or any adjournment thereof
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any delegate thereof

"Facility"	a loan facility in the sum of HK$300 million granted by Chong Hing Bank Limited in favour of the Offeror pursuant to the loan agreement entered into by and among the Offeror (as borrower), Chong Hing Bank Limited (as lender) and Mr. Hung Hon Man (as guarantor) dated 6 July 2026
"Grand Court"	the Grand Court of the Cayman Islands
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Honeylink Group"	Honeylink and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Company (comprising all the independent non-executive Directors and the non-executive Director) formed to advise the Disinterested Shareholders on the Proposal
"Independent Financial Adviser", "Veda Capital"	Veda Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the Proposal and the Scheme
"Last Trading Date"	25 June 2026, being the last trading day prior to the suspension of trading of Shares pending the issue of this joint announcement
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange
"Long Stop Date"	25 March 2027 (or such other date as the Offeror and the Company may agree or, to the extent applicable, as the Grand Court may direct and, in all cases, as permitted by the Executive and/or the Grand Court)

"Meeting Record Date"	the record date for the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlements of the Shareholders to attend and vote at the EGM
"Messis Capital"	Messis Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in relation to the Proposal
"Offeror"	Honeylink Agents Limited, a company incorporated in the BVI with limited liability and wholly and beneficially owned by Mr. Hung Hon Man
"Offeror Concert Party(ies)"	the persons acting, or presumed to be acting, in concert with the Offeror and/or Mr. Hung Hon Man in relation to the Company
"PRC"	the People's Republic of China (for this joint announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan)
"Proposal"	the proposal for the privatisation of the Company by the Offeror by way of the Scheme and the arrangement in relation to the Special Dividend as described in this joint announcement and on terms and conditions to be set out in the Scheme Document
"Record Date"	the record date for the purpose of (i) determining entitlements of the Scheme Shareholders under the Scheme to receive the Cancellation Price and (ii) determining the entitlements of the Shareholders to receive the Special Dividend under the Proposal
"Registrar of Companies"	the Registrar of Companies in the Cayman Islands
"Relevant Authorities"	the appropriate governments and/or governmental bodies, regulatory bodies, stock exchanges, courts or institutions, including but not limited to the Grand Court and the Registrar of Companies

"Scheme"	a scheme of arrangement to be proposed under section 86 of the Companies Act between the Company and the Scheme Shareholders involving cancellation of all the Scheme Shares, with or subject to any modification, addition or condition which may be approved or imposed by the Grand Court
"Scheme Document"	the scheme document to be issued by the Company to the Shareholders in relation to the Scheme and the Proposal
"Scheme Shareholder(s)"	registered holder(s) of the Scheme Share(s)
"Scheme Share(s)"	all Shares in issue and such further Share(s) as may be issued prior to the Record Date, other than those held by the Offeror and the Offeror Concert Parties
"Scheme Shareholder(s)"	the registered holder(s) of the Scheme Share(s)
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$2.00 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Special Dividend"	the special dividend of HK$2.00 in cash for each Share to be paid by the Company to the Shareholders whose names appear on the register of members of the Company on the Record Date subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers issued by the SFC as amended from time to time

"Total Price"	the cash amount representing the aggregate of the Cancellation Price and the Special Dividend, being a total of HK$4.00
"%"	per cent.

By order of the board
Honeylink Agents Limited
Hung Hon Man
Director

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

Hong Kong, 17 July 2026

As at the date of this joint announcement, the executive directors of the Company are Mr. Hung Hon Man (Chairman) and Mr. Kam, Eddie Shing Cheuk (Chief Executive Officer). The non-executive director of the Company is Ms. Wu Yan Yee. The independent non-executive directors of the Company are Ms. Chan Oi Chong, Mr. Leung Yiu Man and Mr. Ho Pak Chuen Brian.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the sole director of the Offeror in his capacity as 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, the sole director of the Offeror is Mr. Hung Hon Man.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors in their capacity as the 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.