



結好證券有限公司

GET NICE SECURITIES LIMITED

(結好金融集團附屬公司股票代號 1469)

(A Wholly Owned Subsidiary of Get Nice Financial Group Limited Stock Code 1469)

17 January 2025

To the Offer Shareholders

Dear Sir or Madam,

**VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF
CHINA MARK LIMITED TO ACQUIRE
ALL OF THE ISSUED SHARES OF
COURAGE INVESTMENT GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
TO BE ACQUIRED BY CHINA MARK LIMITED)**

INTRODUCTION

The Board was notified by the Offeror on 26 November 2024 (after trading hours) that, following the purchase of 315,990,132 Shares, representing approximately 28.79% of the total issued share capital of the Company, by the Offeror from the Vendor pursuant to the sale and purchase agreement entered into between the Offeror and the Vendor on 26 November 2024, that was completed on 28 November 2024, the Offeror would make a voluntary conditional general cash offer in compliance with the Takeovers Code to acquire all of the Offer Shares.

The total consideration of HK\$34,543,766.59 for the purchase of the Sale Shares was paid by the Offeror from its internal resources. Following the purchase and as at the Latest Practicable Date, the Offeror and the parties acting, and presumed to be acting in concert with its own 317,432,132 Shares, representing approximately 28.92% of the total issued share capital of the Company.

This letter forms part of the Composite Document and sets out, amongst other things, certain details of the Offer, the reasons for making the Offer and the intentions of the Offeror in relation to the Group. Further details on the terms of the Offer are set out in Appendix I to the Composite Document and in the accompanying Form of Acceptance. Unless the context otherwise requires, terms defined in the Composite Document have the same meanings when used in this letter.

Your attention is also drawn to the “Letter from the Board” on pages 17 to 22, the “Letter from the Independent Board Committee” on pages 23 to 24 and the “Letter from the Independent Financial Adviser” on pages 25 to 47 of the Composite Document.

THE OFFER

Subject to the Conditions, the Offer is made by Get Nice on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each Offer Share HK\$0.1094 in cash

The Offer Price of HK\$0.1094 per Offer Share is the same as, with rounding up from, the purchase price per Share of approximately HK\$0.10932 per Sale Share paid by the Offeror to the Vendor.

Under the terms of the Offer, the Offer Shares will be acquired with all rights and benefits attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of despatch of this Composite Document, and free from all Encumbrances.

As at the Latest Practicable Date, the Company had 1,097,703,568 Shares in issue and the Company did not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, warrants, derivatives or other relevant securities which are convertible or exchangeable into Shares.

Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.1094 per Offer Share, 781,713,436 Shares will be subject to the Offer and the Offer is valued at HK\$85,519,449.90.

The Offer is extended to all Shareholders other than the Offeror in accordance with the Takeovers Code. The Offer will also be opened for acceptance by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange.

The Offer is subject to the satisfaction of the Condition as set out in the section headed "Condition of the Offer" of this Composite Document.

Comparison of value

The offer price of HK\$0.1094 per Offer Share represents:

- (i) a premium of approximately 4.19% over the closing price of HK\$0.105 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 8.83% to the closing price of HK\$0.12 per Share as quoted on the Stock Exchange on the Last Trading Day;

- (iii) a discount of approximately 13.72% to the average closing price of approximately HK\$0.1268 per Share as quoted on the Stock Exchange for the 5 trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 19.79% to the average of the closing prices of approximately HK\$0.1364 per Share as quoted on the Stock Exchange for the 10 trading days immediately prior to and including the Last Trading Day;
- (v) a discount of approximately 25.73% to the average of the closing prices of approximately HK\$0.1473 per Share as quoted on the Stock Exchange for the 30 trading days immediately prior to and including the Last Trading Day;
- (vi) a premium of approximately 6.63% over the average of the closing prices of approximately HK\$0.1026 per Share as quoted on the Stock Exchange for the 180 trading days immediately prior to and including the Last Trading Day;
- (vii) a discount of approximately 73.66% to the Group's unaudited consolidated net assets attributable to the Shareholders per Share of approximately US\$0.0532 (equivalent to approximately HK\$0.4153) as at 30 June 2024 (calculated based on (i) a total of 1,097,703,568 Shares as at the Latest Practicable Date, (ii) the Group's unaudited consolidated net assets attributable to the Shareholders of approximately US\$58,376,000 as at 30 June 2024 and (iii) the exchange rate of US\$1: HK\$7.809 as at 28 June 2024); and
- (viii) a discount of approximately 73.08% to the Group's audited consolidated net assets attributable to the Shareholders per Share of approximately US\$0.0520 (equivalent to approximately HK\$0.4063) as at 31 December 2023 (calculated based on (i) a total of 1,097,703,568 Shares as at the Latest Practicable Date, (ii) the Group's audited consolidated net assets attributable to the Shareholders of approximately US\$57,098,000 as at 31 December 2023 and (iii) the exchange rate of US\$1: HK\$7.811 as at 28 December 2023).

Highest and lowest Share prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.182 per Share on 27 August 2024 and 12 September 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.07 per Share on 8 July 2024.

Value of the Offer

On the basis of the Offer Price of HK\$0.1094 per Offer Share and 1,097,703,568 Shares in issue as at the Latest Practicable Date, the entire issued share capital of the Company is valued at approximately HK\$120,088,770.

Based on the Offer Price of HK\$0.1094 per Offer Share and 781,713,436 Shares (i.e., other than 315,990,132 Shares held by the Offeror) being subject to the Share Offer and on the basis that there is no other change in the issued share capital of the Company from the date of the Joint Announcement up to the close of the Offer, the value of the Offer will be HK\$85,519,449.90.

Confirmation of sufficient financial resources

The Offeror intends to finance the consideration payable under the Offer with its own internal cash resources of HK\$26,500,000 and the facility of HK\$60,000,000 provided by Get Nice, which is secured by the share charge over the Sale Shares and the Shares to be acquired by the Offeror during the Offer Period and under the Offer.

The Offeror does not intend that the payment of interest on, repayment of or provision of security for any liability (contingent or otherwise) under the facility will depend to any significant extent on the business of the Company.

Get Nice, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable upon full acceptances of the Offer.

Effect of accepting the Offer

Subject to the Offer becoming unconditional, the accepting Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights and benefits attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of despatch of this Composite Document.

Acceptances of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Stamp Duty

Hong Kong

Seller's ad valorem stamp duty at a rate of 0.1% of the market value of the Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of the accepting Shareholders and pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares.

Singapore

There is no seller's stamp duty resulting from acceptances of the Offer payable by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange and no stamp duty is payable in Singapore on the transfer of scripless shares through the book entry securities system maintained by CDP. Buyer's stamp duty and buyer's transfer fees (if any) resulting from acceptances of the Offer by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange will be paid by the Offeror.

Taxation advice

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 Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, Get Nice and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer accept responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The Offer will also be open for acceptance by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange, and a copy of this Composite Document is available on the website of the Singapore Stock Exchange at www.sgx.com. As the Company's primary listing is not on the Singapore Stock Exchange and the Company is not a Singapore incorporated public company, the Singapore Code on Takeovers and Mergers will not apply to the Offer.

The Offeror intends to make the Offer available to all Offer Shareholders, including those with a registered address in a jurisdiction outside Hong Kong and Singapore. The availability of the Offer to persons with a registered address in a jurisdiction outside Hong Kong and Singapore may be affected by the laws of the relevant overseas jurisdictions. The making of the Offer to persons with a registered address in jurisdictions outside Hong Kong and Singapore may be prohibited or limited by the laws or regulations of the relevant jurisdictions. The Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong and Singapore should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice.

Where there are potential restrictions on despatching the Composite Document, the FAA SG and/or the FAT SG (if applicable) to any Singapore Shareholder in any overseas jurisdiction (other than Hong Kong), each of the Offeror, CDP and the Registrar SG reserves the right not to despatch these documents or any part thereof to such overseas jurisdiction.

For the avoidance of doubt, the Offer is open to all Singapore Shareholders holding Offer Shares, including those to whom this Composite Document, FAA SG and/or the FAT SG (if applicable) have not been or may not be mailed or otherwise forwarded, distributed or sent.

It is the responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required or compliance with all necessary formalities or legal requirements and the payment of any issue, transfer or other taxes payable by such Overseas Shareholders in such jurisdictions).

Any acceptance by Shareholders and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong and Singapore will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements have been complied with. Shareholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

The information on the Overseas Shareholders as at the Latest Practicable Date were set out as follow:

Location (by alphabetical order)	Number of Overseas Shareholder(s)
Australia	7
China	1
Indonesia	1
Malaysia	16
New Zealand	1
Philippines	1
Taiwan	6
United States	1

Settlement of consideration

Subject to the Offer having become, or having been declared, unconditional in all respects, payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) Business Days after the later of: (i) the date on which the Offer becomes, or is declared unconditional; and (ii) the date of receipt of a duly completed acceptance of the Offer. Relevant documents evidencing title of the Offer Shares must be received by or on behalf of the Offeror (or the branch share registrar and transfer office of the Company in Hong Kong, the share transfer agent of the Company in Singapore, or the CDP (as the case may be)) to render each such acceptance of the Offer complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.1 of the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

Closing date of the Offer

In accordance with Rule 15.1 of the Takeovers Code, the Closing Date will fall on or after the 21st day from the date of the Composite Document. Where the Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it shall remain open for acceptance for not less than fourteen (14) days thereafter, provided that the Offer shall initially be open for acceptance for at least twenty-one (21) days. The Offer Shareholders are reminded that the Offeror does not have any obligations to keep the Offer open for acceptance beyond this minimum 14-day period.

The latest date on which the Offeror can declare the Offer unconditional as to acceptances is 7:00 p.m. on Tuesday, 18 March 2025, or such later date to which the Executive may consent.

CONDITION OF THE OFFER

The Offer is conditional upon valid acceptances of the Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares, which together with the Shares already held by the Offeror and parties acting in concert with it, would result in the Offeror and the parties acting in concert with it holding more than 50% of the voting rights of the Company as at the Closing Date. This Condition cannot be waived.

If the Condition cannot be fulfilled by the Closing Date, the Offer will lapse. The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfilment of the Condition in accordance with the Takeovers Code and the Listing Rules.

The Offeror reserves the right to revise the terms of the Offer in accordance with the Takeovers Code.

The Offer may or may not become unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares. Those who are in doubt as to the action should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

Pursuant to Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Offer becomes unconditional as to acceptances and when the Offer becomes unconditional in all respects.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. Save for the purchase of the Sale Shares, the Offeror did not engage in any other business activities. The Offeror is wholly-owned by Ms. Liu.

Ms. Liu, aged 41, is a Chinese entrepreneur with over 10 years of experience in the construction, real estate development, coal mining and investment industries. She served as the executive president from May 2018 to November 2022 of Wuhai Jintian Real Estate Co., Ltd* (烏海市金田房地產有限公司), which is principally engaged in real estate development. Ms. Liu has served as the chairman of Hainan Sairui Zhenghe Consulting Management Co., Ltd* (海南賽睿正和諮詢管理有限公司) and Hainan Saihe Landao Trading Co., Ltd* (海南賽和藍島貿易有限公司), which are principally engaged in investment holding for coal mining business, since November 2022 and April 2023 respectively. Ms. Liu obtained a bachelor's degree in International Trade from Dongbei University of Finance and Economics (東北財經大學) in 2005.

Save for having managing experience in real estate development business that is relevant to the Group's line of business in property holding and investment, Ms. Liu does not have managing experience in other principal business of the Group.

INTENTIONS OF THE OFFEROR REGARDING THE GROUP

It is the Offeror's intention to acquire a majority interest in the Company pursuant to the Offer. The Offeror intended to continue the existing principal businesses of the Group as at the Latest Practicable Date immediately after completion of the Offer. However, the Offeror also intended to review the operation and business activities and financial position of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business opportunities and consider whether any asset acquisitions/disposals, business rationalisation, restructuring of the business and/or fund raising will be appropriate in order to enhance the long-term growth potential of the Group.

As at the Latest Practicable Date, (i) the Offeror had no intention to make material changes to the employment of the employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate); (ii) the Offeror had no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business; and (iii) no investment or business opportunity had been identified nor has the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Takeovers Code or such later date as the Offeror considers to be appropriate. As at the Latest Practicable Date, except that the Offeror intended to nominate Ms. Liu as a director to the Board after the close of the Offer, the Offeror had not identified any potential candidate to be appointed as a new director to the Board. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

* *For identification purpose only*

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

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

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

The Offeror intends for the Company to remain listed on the Stock Exchange and the Singapore Stock Exchange. If the level of acceptances of the Offer Shares resulting in the shareholding of the Offeror and parties acting in concert with it reaches 75% of the total issued share capital of the Company, the sole director of the Offeror and the new directors to be appointed to the Board, if any, will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares. In this connection, in the event that the public float of the Company falls below 25% upon the close of the Offer, the Offeror will, as soon as practicable, dispose of such number of Shares either directly in the market or through a placing agent to be appointed by the Offeror to ensure that the public float requirement under the Listing Rules can be met. No such arrangements have been confirmed or put in place as at the Latest Practicable Date. Further announcement(s) will be made in accordance with the requirements of the Listing Rules and the Takeovers Code as and when appropriate.

COMPULSORY ACQUISITION

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

FURTHER DETAILS OF THE OFFER

Further details regarding the Offer, including the terms of the Offer and procedures for acceptance, are set out in Appendix I to the Composite Document and the accompanying Form of Acceptance.

GENERAL

To ensure equality of treatment of all Offer Shareholders, those registered Offer Shareholders who hold the Shares as nominees for more than one beneficial owners should, as far as practicable, treat the holding of each beneficial owner separately. It is essential for the beneficial owners of the Offer Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

All documents and remittances to be sent to the Offer Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Offer Shareholders (other than the Overseas Shareholders) at their respective addresses as they appear in the Register of Members or in the records of CDP (as the case may be) or, in the case of joint Offer Shareholders, to such Offer Shareholder (i) whose name appears first in the Register of Members or (ii) whose address appears in the records of CDP, as the case may be. The Offeror and parties acting in concert with it, Get Nice, the Company, the Independent Financial Adviser, Registrar HK, Register SG, CDP and their respective ultimate beneficial owners, directors, officers, agents or associates or any other persons involved in the Offer will not be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

WARNING

Shareholders and/or potential investors of the Company should be aware that the Offer is subject to the Condition being fulfilled, and therefore the Offer may or may not become unconditional. Shareholders and potential investors should therefore exercise caution when dealing in Shares. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

ADDITIONAL INFORMATION

Your attention is drawn to the "Letter from the Board" on pages 17 to 22, the "Letter from the Independent Board Committee" on pages 23 to 24 and the "Letter from the Independent Financial Adviser" on pages 25 to 47, all of which are contained in the Composite Document, in relation to their recommendations and/or advice regarding the Offer.

Your attention is also drawn to the additional information set out in the appendices which form part of the Composite Document.

Yours faithfully,
For and on behalf of
Get Nice Securities Limited



Larry Ng
Director