結好證券有限公司
GET NICE SECURITIES LIMITED
（結好控股附屬公司股票代號64）
(A Wholly Owned Subsidiary of Get Nice Holdings Limited Stock Code No. 64)

11 September 2026

To the Independent Shareholders:

Dear Sir or Madam,

CONDITIONAL MANDATORY GENERAL CASH OFFER BY GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF WELLLUCK LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF WK GROUP (HOLDINGS) LIMITED (OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY WELLLUCK LIMITED AND PARTIES ACTING IN CONCERT WITH IT)

INTRODUCTION

Reference is made to the Joint Announcement. Terms used in this letter shall have the same meanings as those defined in this Composite Document unless the context otherwise requires.

The Sale and Purchase Agreement

As disclosed in the Joint Announcement, on 29 July 2026 (after trading hours), the Vendor (as vendor), the Guarantor (as the Vendor's guarantor) and the Offeror (as purchaser) entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares, being 780,000,000 Shares, representing 39% of the total issued share capital of the Company as at the date of the Joint Announcement, free from all Encumbrances, for a total cash Consideration of HK$70,200,000, equivalent to HK$0.09 per Sale Share.

Consideration for the Sale Shares

Pursuant to the Sale and Purchase Agreement, the Consideration was settled by the Offeror in cash at Completion. The Consideration was funded by the personal financial resources of Mr. Chan, comprising his personal investments and savings.

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The Consideration was arrived at after arm's length negotiations between the Offeror and the Vendor, taking into account that the Sale and Purchase Agreement provided the Vendor with an opportunity to realise its entire interest in the Company, representing 39% of the total issued share capital of the Company, in a single transaction for cash consideration receivable in full at Completion. The Vendor had previously attempted to dispose of part of its shareholding interest in the Company pursuant to a placing agreement with a placing agent, details of which were set out in the announcement of the Company dated 1 September 2025. The placing sought to procure placees, on a best-efforts basis, to purchase up to 400,000,000 Shares, representing 20% of the total issued share capital of the Company. The placing was not completed in full, and only approximately 12% of the total issued share capital of the Company was successfully placed, notwithstanding that the market prices of the Shares remained above the minimum placing price of HK$0.25 throughout the six-month placing period.

Completion

Completion took place on the Completion Date, being 30 July 2026. Immediately prior to Completion, none of the Offeror, Mr. Chan and parties acting in concert with any of them owned, controlled or had direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following Completion and as at the Latest Practicable Date, the Offeror, Mr. Chan and parties acting in concert with any of them are interested in an aggregate of 780,000,000 Shares, representing 39% of the total issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is therefore required to make a conditional mandatory general cash offer for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it). The Offer will be made to the Independent Shareholders.

Purpose of this letter

This letter forms part of this Composite Document and sets out, among other things, the principal terms of the Offer, information on the Offeror and the intentions of the Offeror in relation to the Group. Further details of the terms and the procedures of acceptance of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

The Independent Shareholders are strongly advised to carefully consider the information contained in the "Letter from the Board", the "Letter from the Independent Board Committee", the "Letter from the Independent Financial Adviser" and the appendices to this Composite Document and the accompanying Form of Acceptance, and to consult their own professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

THE OFFER

Principal terms of the Offer

Get Nice, for and on behalf of the Offeror, hereby makes the Offer in accordance with the Takeovers Code on the terms set out in this Composite Document and the accompanying Form of Acceptance on the following basis:

For each Offer Share .... HK$0.09 in cash

The Offer Price of HK$0.09 per Offer Share is equivalent to the price per Sale Share payable by the Offeror under the Sale and Purchase Agreement.

As at the Latest Practicable Date, 2,000,000,000 Shares were in issue and the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

The Offer is subject to the fulfilment of the Condition as set out under the paragraph headed "Condition of the Offer" in this letter.

The procedures for acceptance and further details of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

The Offer Price

The Offer Price of HK$0.09 per Offer Share represents:

(i) a discount of approximately 87.05% to the closing price of HK$0.695 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 82.35% to the closing price of HK$0.510 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iii) a discount of approximately 80.85% to the average closing price of HK$0.4700 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;

(iv) a discount of approximately 80.37% to the average closing price of HK$0.4585 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;

(v) a discount of approximately 81.60% to the average closing price of HK$0.4890 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day;

(vi) a discount of approximately 33.14% to the audited net asset value per Share of approximately HK$0.1346 as at 31 December 2025, calculated based on the Group's audited consolidated net asset value attributable to the Shareholders as at 31 December 2025 of approximately HK$269,142,000, divided by a total of 2,000,000,000 issued Shares as at the Latest Practicable Date; and

(vii) a discount of approximately 30.07% to the unaudited net asset value per Share of approximately HK$0.1287 as at 30 June 2026, calculated based on the Group's unaudited consolidated net asset value attributable to the Shareholders as at 30 June 2026 of HK$257,310,000, divided by a total of 2,000,000,000 issued Shares as at the Latest Practicable Date.

Highest and lowest Share prices

The highest closing price of the Shares quoted on the Stock Exchange during the Relevant Period was HK$1.090 per Share on 11 February 2026.

The lowest closing price of the Shares quoted on the Stock Exchange during the Relevant Period was HK$0.395 per Share on 20 April 2026.

Total value of the Offer

As at the Latest Practicable Date, there are 2,000,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company and on the basis of the Offer Price at HK$0.09 per Offer Share, the entire issued share capital of the Company is valued at HK$180,000,000.

Excluding the 780,000,000 Shares held by the Offeror and parties acting in concert with it, a total of 1,220,000,000 Shares are subject to the Offer. Based on the Offer Price of HK$0.09 per Offer Share, the total consideration of the Offer would be HK$109,800,000 in the event that the Offer is accepted in full.

The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances and together with all rights and benefits attached thereto as at the date of this Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of this Composite Document.

Financial resources available for the Offer

The maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptance of the Offer is HK$109,800,000, assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the close of the Offer.

The Offeror intends to finance the consideration payable under the Offer in full by a combination of the Offeror's own resources and the Offer Facility granted to the Offeror by Get Nice. The Offer Facility is secured by the Share Charge. Get Nice, being 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 payment obligations upon full acceptance of the Offer. The Offeror does not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) under the Offer Facility will depend to any significant extent on the business of the Company.

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 (i.e. Friday, 2 October 2026 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.

Effect of accepting the Offer

Subject to the Offer becoming unconditional, acceptance of the Offer by any Independent Shareholders will be deemed to constitute a warranty by such persons that all the Offer Shares sold by such persons are fully paid and free from all Encumbrances and third party rights and together with all rights attached to them including the right to all dividends and distributions which may be declared, paid or made on or after the date on which the Offer is made, being the date of despatch of the Composite Document. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

As at the Latest Practicable Date, the Company does not have any dividend or distribution recommended, declared or made but unpaid and the Company does not intend to declare any dividend or make other distribution during the Offer Period.

Independent Shareholders are reminded to read the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offer which are included in the "Letter from the Independent Board Committee" and the "Letter from the Independent Financial Adviser" as contained in this Composite Document.

Payment

Subject to the Offer having become, or having been declared, unconditional in all respects, settlement of the consideration 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 and valid acceptance of the Offer. Relevant documents evidencing title must be received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

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

Hong Kong Stamp duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, and the amount of such duty will be deducted from the cash amount payable to the relevant Independent Shareholders accepting the Offer. The Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Taxation advice

Independent 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 (as the case may be) their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts 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 is made to all Independent Shareholders, including those who are not resident in Hong Kong. The making and the implementation of the Offer to the Overseas Shareholders may be subject to the laws of the relevant overseas jurisdictions in which such

Overseas Shareholders are located. Overseas Shareholders should observe any applicable requirements and restrictions in their own jurisdictions, and where necessary, seek independent legal advice in respect of the Offer. It is the responsibility of the Overseas Shareholders who have registered addresses outside Hong Kong and wish to accept the Offer to satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes payable by such Overseas Shareholders in such jurisdiction).

Save for one (1) Overseas Shareholder with a registered address located in Taiwan, who is interested in 3,380,000 Shares, representing 0.169% of the total issued share capital of the Company, there are no other overseas Shareholders identified as at the Latest Practicable Date.

Any acceptance of the Offer by any Overseas Shareholders will be deemed to constitute a representation and warranty from such any Overseas Shareholders to the Offeror that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

Closing 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), the Offer shall remain open for acceptance for not less than 14 days thereafter and, at least 14 days' notice must be given before the Offer is closed to those Shareholders who have not accepted the Offer. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as the Offeror may determine or as permitted by the Executive, in accordance with the Takeovers Code.

The latest time on which the Offeror can declare the Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the posting of the initial offer document (or such later date to which the Executive may consent). The Offeror will issue an announcement in relation to any extension of the Offer, which will state the next Closing Date or, if the Offer has become or is at that time unconditional in all respects, that the Offer will remain open until further notice. In the latter case, at least 14 days' notice will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer and an announcement will be published. In accordance with Rule 15.3 of the Takeovers Code, the Offeror will publish an announcement when the Offer becomes unconditional as to acceptances and when the Offer becomes unconditional in all respects. The Independent Shareholders are reminded that the Offeror does not have any obligation to extend the Offer in the event that the Condition is not fulfilled by the Closing Date.

INFORMATION ON THE GROUP

Your attention is also drawn to the information on the Group set out in the section headed "Information on the Group" in the "Letter from the Board" and Appendices II and IV as contained in this Composite Document.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. The Offeror is wholly and beneficially owned by Mr. Chan as at the Latest Practicable Date.

Mr. Chan, aged 69, has extensive business experience in the energy trading and real estate development. He was the executive director of Rockefeller Family Fund (Roserock Fund), and the Commercial Director of Burj Khalifa in Dubai. In respect of the former, he was an executive director (development management) of Roserock Group, a real estate investment and development group with offices in New York, Beijing and Tianjin. In respect of the latter, he was employed by Emaar Properties PJSC, the developer of the Burj Khalifa in Dubai, from 2004 to 2009, and his role related to the development of that project. He is currently a director of Weavers Prefabrication Limited, a non-wholly owned subsidiary of the Company. Weavers Prefabrication Limited is owned as to 51% by the Company, and 49% by Sunmed Biosciences Limited, a company incorporated in Hong Kong which is wholly and beneficially owned by Ms. Song Yan* (宋妍). Mr. Chan and Mr. Cheung Wang Fai Victor are the only directors of Weavers Prefabrication Limited. Weavers Prefabrication Limited is principally engaged in the design, manufacture and supply of prefabricated building structures, components and materials for residential, commercial and industrial use.

As disclosed in the annual report of the Company for the year ended 31 December 2025, the Group had become aware of an increasing demand for prefabricated accommodation building structures and materials and had established subsidiaries to enter that business. Weavers Prefabrication Limited was established for that purpose, to broaden the Group's business and its sources of income. Mr. Chan was introduced to the Company by Mr. Cheung Wang Fai Victor, an executive Director. Mr. Chan was appointed a director of Weavers Prefabrication Limited on 28 August 2025, shortly after its incorporation, so that the new business would have the benefit of his qualifications as an architect and his experience in real estate development described above.

Mr. Chan's involvement with the Group prior to the making of the Offer has at all times been confined to the operations and management of Weavers Prefabrication Limited. He has never been a director, employee or member of the senior management of the Company or, save for Weavers Prefabrication Limited, of any other member of the Group.

Mr. Chan obtained a Bachelor of Science and a Bachelor of Architecture from the University of Strathclyde in 1982 and 1984, respectively. He also completed the Professional Practice, Management and Practical Experience Examination with the University of Strathclyde in 1986. He was admitted a member of the Hong Kong Institute of Architects in 1986 and now serves as a Council Member. He has been a member of the Royal Institute of British Architects since March 1987.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

Following the close of the Offer, the Offeror intends that the Group will continue the principal business of the Group and will maintain the listing status of the Company. The Offeror will conduct a review of the business activities and assets of the Group for the purpose of formulating business plans and strategies for the future business development of the Group.

Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. As at the Latest Practicable Date, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to redeploy any fixed assets of the Group (other than in the ordinary and usual course of business of the Group) or to discontinue the employment of the employees of the Group as at the Latest Practicable Date.

As at the Latest Practicable Date, the Board comprises four executive Directors, two non-executive Directors and three independent non-executive Directors. The Offeror intends to continue the employment of the existing management and 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). As at the Latest Practicable Date, save for the Offeror's intention to nominate Mr. Chan as an executive Director and the chairman of the Board as described below, the Offeror has not identified any specific candidate to be nominated to the Board, nor has it formulated any specific plan as to which of the existing Directors (if any) will be requested to resign or be replaced, or as to the number, timing or composition of any such changes. Any changes to the composition of the Board will be effected in compliance with the Listing Rules and the Takeovers Code, and further announcement(s) will be made as and when appropriate.

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 Listing Rules and the Takeovers Code or such later date as the Offeror considers to be appropriate. In particular, the Offeror intends to nominate Mr. Chan, being its ultimate beneficial owner, as an executive Director and the chairman of the Board. In respect of the other replacements, the Offeror is in the process of identifying suitable candidates. Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

As at the Latest Practicable Date, save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to (i) make material changes to the employment of the management and employees of the Group; and (ii) dispose of or redeploy the assets of the Group other than those in its ordinary and usual course of business.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that:

(a) if, at the close of the Offer, the Exchange believes that:

- a false market exists or may exist in the trading of the shares; or

- an orderly market does not exist or may not exist; it will consider exercising its discretion to suspend dealings in the shares; and

(b) if, at the close of the Offer, the listed issuer has a Significant Public Float Shortfall (as defined in Rule 13.32F of the Listing Rules), then:

- the Stock Exchange will add a designated marker to the stock name of the listed shares; and

- the Stock Exchange will cancel the listing of the issuer's shares if the issuer fails to recomply with Rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Offeror intends that the Company to remain listed on the Stock Exchange. The sole director of the Offeror and the new director(s) 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. The Offeror will issue a separate announcement as and when necessary in this regard.

ACCEPTANCE AND SETTLEMENT OF THE OFFER

Your attention is drawn to the details regarding the procedures for acceptance and settlement of the Offer as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

COMPULSORY ACQUISITION

The Offeror does not intend to exercise any power of compulsory acquisition of any Offer Shares outstanding and not acquired under the Offer after the Closing Date.

GENERAL

This Composite Document has been prepared for the purposes of complying with the laws of Hong Kong, the Takeovers Code and the Listing Rules and the information disclosed may not be the same as which would have been disclosed if this Composite Document had been prepared in accordance with the laws of jurisdictions outside Hong Kong.

All documents and remittances to be sent to the Independent Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Independent Shareholders at their respective addresses as they appear in the register of the members of the Company and in the case of joint holders, to such holder whose name appears first in the relevant register. None of the Offeror, parties acting in concert with the Offeror, Get Nice, the Company, the Vendor, the Guarantor, Aurelius Corporate, the Independent Financial Adviser, the Registrar or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer will be responsible for any loss or delay in transmission of such documents or remittances or any other liabilities that may arise as a result thereof or in connection therewith.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the Offer set out in the appendices to this Composite Document and the accompanying Form of Acceptance, which form part of this Composite Document. You are reminded to read carefully the "Letter from the Board", the "Letter from the Independent Board Committee" and the letter of advice by the Independent Financial Adviser to the Independent Board Committee in respect of the Offer as set out in the "Letter from the Independent Financial Adviser" as contained in this Composite Document in relation to their recommendations and/or advice regarding the Offer. If you are in doubt about your position in connection with the Offer, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

Larry Ng
Director