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GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTES

In light of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) compulsory body temperature checks, hand sterilisation and health declaration
- (ii) compulsory wearing of a surgical face mask for each attendee
- (iii) no distribution of corporate gift or refreshment
- (iv) appropriate seating arrangement in line with the relevant laws and regulations in Hong Kong

The Company reminds Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Get Nice Holdings Limited (the “Company”) will be held at 3/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Thursday, 25 August 2022 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and of the auditors of the Company (the “Auditors”) for the year ended 31 March 2022.

2. To declare a final dividend for the year ended 31 March 2022.
3. (A) To re-elect the following retiring directors of the Company (each as a separate resolution):
 - (i) Mr. Cham Wai Ho, Anthony, as an executive Director; and
 - (ii) Mr. Man Kong Yui, who has served more than nine years since October 2005 as an independent non-executive Director.
- (B) To authorize the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint Mazars CPA Limited as the Company's auditors and to authorize the board of directors to fix their remuneration.
5. To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

ORDINARY RESOLUTIONS

- A. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase shares in the Company (the “Shares”), and that the exercise by the Directors of all powers of the Company to repurchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
 - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

B. “THAT:

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by Shareholders or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding 20% of the total number of issued Shares of the Company as at the date of this resolution; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

- C. “**THAT** subject to the passing of resolutions 5A and 5B above, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5B above be and is hereby extended by the addition of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5A above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”
6. To consider and, if thought fit, to pass the following resolution (with or without modification) as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) the listing of and permission to deal in the shares which may fall to be issued and allotted by the Company under the proposed share option scheme of the Company (the “New Share Option Scheme”, a copy of which has been produced to the meeting marked ‘A’ and initialed by the chairman of the meeting for the purpose of identification), the principal terms of the New Share Option Scheme be and is hereby approved and the directors of the Company (“Directors”) be authorised to grant options and allot and issue shares of the Company pursuant to the New Share Option Scheme, and that the Directors be and are hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary and expedient in order to give effect to the New Share Option Scheme, provided that the total number of shares which may be allotted or issued upon exercise of all share options granted thereunder shall not exceed 10% of the total number of issued shares of the Company as at the close of business on the date on which this resolution is passed.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass the following resolution (with or without modification) as a special resolution:

“**THAT** the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 21 July 2022 (the “Circular”), and the amended and restated memorandum and articles of association of the Company (the “New Memorandum and Articles of Association”) (a copy of which has been produced to this meeting and marked “B” and initialed by the chairman of this meeting for the purpose of identification) which consolidates all the proposed amendments mentioned in the Circular, be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director and the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company.”

By order of the Board
Get Nice Holdings Limited
Kam, Eddie Shing Cheuk
Company Secretary

Hong Kong, 21 July 2022

Registered Office:

Second Floor
Century Yard
Cricket Square
P.O. Box 902
Grand Cayman KY1-1103
Cayman Islands

Principal place of business in Hong Kong:

G/F – 3/F
Cosco Tower
Grand Millennium Plaza
183 Queen’s Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022) not less than 48 hours before the time fixed for holding the meeting or adjourned meeting (as the case may be).
2. The register of members of the Company will be closed during the following periods:
 - (i) from Monday, 22 August 2022 to Thursday, 25 August 2022, both dates inclusive, during which period no transfer of shares of the Company ("Shares") will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) not later than 4:30 p.m. on Friday, 19 August 2022.
 - (ii) from Thursday, 1 September 2022 to Friday, 2 September 2022, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer will be lodged on or after 15 August 2022) not later than 4:30 p.m. on Wednesday, 31 August 2022.
3. As at the date hereof, the executive Directors are Mr. Hung Hon Man (Chairman), Mr. Cham Wai Ho, Anthony (Deputy Chairman) and Mr. Kam, Eddie Shing Cheuk (Chief Executive Officer). The independent non-executive Directors are Mr. Siu Hi Lam, Alick, Mr. Man Kong Yui and Mr. Sun Ka Ziang, Henry.