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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Get Nice Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING****Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

Capitalised terms used in the cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 12 of this circular. A letter from the Independent Board Committee is set out on page 13 of this circular. A letter from Shingo Capital, the independent financial adviser to the Independent Board Committee and the Independent Shareholders containing its advice in relation to the Transactions is set out on pages 14 to 28 of this circular.

A notice convening the EGM of the Company to be held at 10/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Monday, 20 November 2017 at 10:45 a.m. and a form of proxy for use at the EGM is enclosed herein. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

18 October 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Asia Smart”	Asia Smart Group Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly owned by Mr. Hung
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“business day(s)”	a day on which banks are generally open for business in Hong Kong (other than a Saturday, Sunday or public holiday or a day on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.)
“Company” or “GN Holdings”	Get Nice Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange (Stock code: 64)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Effective Date”	the date on which all the conditions under the Financing Services Agreement have been satisfied (please refer to the paragraph headed “Principal terms of the Financing Services Agreement – Conditions precedent” in the letter from the Board for details)
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the Transactions
“Financing Services”	the provision of financial accommodation in order to facilitate the acquisition of securities listed on any stock market, and where applicable, the continued holding of those securities, by GNS or any company amongst GNFG Group to Asia Smart and/or its associates as defined in the Financing Services Agreement
“Financing Services Agreement”	the financing services agreement dated 30 August 2017 and as amended and supplemented on 12 September 2017, entered into by GNS and Asia Smart in relation to, among others, the provision of the Financing Services

DEFINITIONS

“GNFG”	Get Nice Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange (Stock code: 1469)
“GNFG Group”	GNFG and its subsidiaries
“GNS”	Get Nice Securities Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of GNFG. GNS is a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, established to make recommendations to the Independent Shareholders in respect of the Transactions
“Independent Financial Adviser” or “Shinco Capital”	Shinco Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Transactions
“Independent Shareholder(s)”	Shareholders other than Mr. Hung and his associates
“Independent Third Party(ies)”	third parties independent of and not connected with the directors, chief executive and substantial shareholders of GNFG or any of its subsidiaries, or any of their respective associates
“Interest Caps”	the proposed annual caps for interest income receivable by GNFG Group on the margin financing to be advanced to Asia Smart and/or its associates under the Financing Services Agreement
“Joint Announcement”	the joint announcement of the Company and GNFG dated 30 August 2017 in relation to, among others, the Transactions
“Latest Practicable Date”	13 October 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange other than the Growth Enterprise Market
“Margin Caps”	the proposed annual caps for the maximum outstanding amount of margin financing at all time which may be advanced by GNFG Group to Asia Smart and/or its associates during the Term under the Financing Services Agreement
“Mr. Hung”	Mr. Hung Hon Man, who holds various capacities in the Company and GNFG as described in this circular
“Proposed Annual Caps”	the Margin Caps and the Interest Caps, collectively
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Announcement”	the supplemental announcement of the Company and GNFG dated 12 September 2017 in relation to, among others, supplemental information about the Transactions
“Term”	the period commencing from the Effective Date to 31 March 2020
“Transactions”	the Financing Services Agreement and the transactions contemplated thereunder (including the Proposed Annual Caps contemplated under such agreement)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

Executive Directors:

Hung Hon Man (*Chairman and chief executive officer*)

Cham Wai Ho, Anthony (*Deputy chairman*)

Kam Leung Ming

Independent non-executive Directors:

Man Kong Yui

Sun Ka Ziang, Henry

Siu Hi Lam, Alick

Registered office:

P.O. Box 10008

Willow House

Cricket Square

Grand Cayman KY1-1001

Cayman Islands

Principal place of business

in Hong Kong:

10th Floor

Cosco Tower

Grand Millennium Plaza

183 Queen's Road Central

Hong Kong

18 October 2017

To the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to the Joint Announcement and Supplemental Announcement. On 30 August 2017, GNS, a subsidiary of GNFG, and Asia Smart, a company wholly owned by Mr. Hung (an executive Director and the chairman of the Board), entered into the Financing Services Agreement, pursuant to which GNS may (but not obliged to), upon request from Asia Smart and/or its associates, provide or procure any other company amongst GNFG Group to provide the Financing Services to Asia Smart and/or its associates from time to time during the Term, on a non-exclusive basis.

LETTER FROM THE BOARD

The purposes of this circular are to provide the Shareholders with, among others, (i) details of the Transactions; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders regarding the Transactions; (iii) the letter of advice from Shinco Capital to the Independent Board Committee and the Independent Shareholders regarding the Transactions; and (iv) the notice of EGM at which an ordinary resolution will be proposed to approve the Transactions.

PRINCIPAL TERMS OF THE FINANCING SERVICES AGREEMENT

Date

30 August 2017, as amended and supplemented on 12 September 2017

Parties

- (i) GNS, as the provider of the Financing Services; and
- (ii) Asia Smart, as the customer

Conditions precedent

The Financing Services Agreement is conditional upon the followings:

- (i) the Transactions having been approved by the respective board of directors of the Company and GNFG (Save and except for Mr. Hung, none of the respective directors of the Company and GNFG has material interest in the Transactions, or is required to abstain from voting on the respective board resolution in relation to the Transactions.);
- (ii) the respective independent shareholders of the Company and GNFG having approved the Transactions by way of poll at the respective extraordinary general meeting of the Company and GNFG to be convened in compliance with the Listing Rules; and
- (iii) (if applicable) all authorities' authorisations, approvals, consents, waivers and permits which are necessary or relevant to give effect to the Transactions having been granted, received or obtained and not revoked.

As at the Latest Practicable Date, all conditions precedent regarding the Financing Services Agreement, save and except for the condition numbered (ii) above, had been fulfilled.

Services to be provided

Pursuant to the Financing Services Agreement, GNS may (but not obliged to), upon request from Asia Smart and/or its associates, provide or procure any other company amongst GNFG Group to provide the Financing Services to Asia Smart and/or its associates from time to time during the Term, on a non-exclusive basis. The provision of the Financing Services shall also be on normal commercial terms and subject to the terms and conditions of the standard client agreement of GNS from time to time.

LETTER FROM THE BOARD

Term

From the Effective Date to 31 March 2020

Pricing standards

The current annual interest rates chargeable for margin financing by GNS generally ranged from Hong Kong dollar prime rate plus 2% (approximately 7.236%) to Hong Kong dollar prime rate plus 4.45% (approximately 9.252%). Apart from considering the costs of funding available to GNFG Group, such interest rates are determined case-by-case based on the client's financial background, credit standing, trading record and quality of collaterals given and/or portfolio maintained. In general, the margin financing interest rate applicable to the new clients would be set at the highest of the range of 9.252% but such interest rate may be adjusted upwards or downwards in accordance with the abovementioned criteria.

According to the Financing Services Agreement, the margin financing interest rate chargeable to Asia Smart and/or its associates for the Financing Services is initially 7.236% per annum, which is (i) comparable to, and no less favourable to the Group than, the interest rates charged for comparable engagement to other clients of GNFG Group who are Independent Third Parties of similar credit standing, trading record and/or quality of collaterals given; and (ii) in accordance with the above pricing policy of GNFG Group and subject to adjustment from time to time as described in the above.

Margin financing ratio

According to the standard client agreement of GNS, all margin financing advanced to any client must be secured by pledge of listed equity securities acceptable to GNFG Group. GNS advances margin financing to its clients which amounts up to 80% of the value of pledged blue-chip securities (securities of companies listed on the Stock Exchange which are constituents of the Hang Seng Index), and 10% to 80% of the value of other approved securities. The margin financing ratio of each approved stock varies depending on its quality, liquidity and market capitalisation. It is GNFG Group's policy not to provide margin financing for securities listed on the Growth Enterprise Market of the Stock Exchange, warrants and A-shares.

Payment terms

According to the standard client agreement of GNS, the principal amount of the margin financing shall be repayable on demand by GNS.

Default terms

According to the standard client agreement of GNS, in the event that any shortfall remains unsettled after the second margin call, the pledged securities may be sold in the market after due notification to repay the amount due. Should any outstanding balance remains unpaid following the sale of the pledged securities, further recovery actions will be sought.

LETTER FROM THE BOARD

INTERNAL CONTROL PROCEDURES GOVERNING THE TRANSACTIONS

The following internal control procedures have been established to ensure that the margin financing interest rate chargeable to Asia Smart and/or its associates for the Financing Services is no less favourable to the Group than the interest rates charged for comparable engagement to Independent Third Parties of similar credit and financial background.

- (i) Upon the opening of the margin account of Asia Smart in GNS, a customer service officer had performed checking on whether the proposed margin financing interest rate offered to Asia Smart was comparable to the interest rates offered to other clients of GNFG Group who were Independent Third Parties, taking into consideration the credit standing of Asia Smart and the quality of collaterals given which was assessed by the credit committee. After checking by the customer service officer, an independent responsible officer and a credit committee member had reviewed and approved the margin financing interest rate offered to Asia Smart to ensure that the margin financing interest rate offered to Asia Smart was no less favourable to the Group than those rates offered to other clients of GNFG Group who were Independent Third Parties.
- (ii) The independent non-executive Directors will perform an annual review pursuant to Rule 14A.55 of the Listing Rules on whether the Financing Services provided to Asia Smart and/or its associates are conducted (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the Financing Services Agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.
- (iii) The Company's auditor will confirm pursuant to Rule 14A.56 of the Listing Rules, among others, whether (i) the Transactions have been approved by the Board; (ii) the Financing Services provided to Asia Smart and/or its associates are in accordance with the pricing policies of the Group; (iii) the Financing Services provided to Asia Smart and/or its associates are entered into in accordance with the Financing Services Agreement governing them; and (iv) the Proposed Annual Caps have been exceeded.

The Group will also monitor the maximum daily outstanding amount of margin financing to be advanced by GNFG Group to Asia Smart and/or its associates, as well as the relevant margin financing interest income receivable by GNFG Group to ensure that the Proposed Annual Caps would not be exceeded.

Based on the above procedures and policies, the Board considers that there are adequate internal controls in place to ensure the Transactions are conducted on normal commercial terms and not prejudicial to the interests of the Company and the minority Shareholders.

LETTER FROM THE BOARD

PROPOSED ANNUAL CAPS UNDER THE FINANCING SERVICES AGREEMENT

The Margin Caps

The Margin Caps, being the proposed annual caps for the maximum outstanding amount of margin financing at all time which may be advanced by GNFG Group to Asia Smart and/or its associates during the Term, are set out below:

Name of customer	Services involved	Maximum outstanding amount of margin financing which may be advanced to the customer and/or its associates at all time		
		from the Effective Date to 31 March 2018 <i>HK\$'000</i>	for the year ending 31 March 2019 <i>HK\$'000</i>	for the year ending 31 March 2020 <i>HK\$'000</i>
Asia Smart	Financing Services	230,000	230,000	230,000

The Margin Caps have been determined after arm's length negotiations between GNS and Asia Smart, taking into consideration:

- (i) the market value of listed securities of approximately HK\$749 million as at 30 August 2017 maintained in the securities account of Asia Smart with GNS, and the corresponding margin value of approximately HK\$247 million that could then have been applied by GNS therefrom (if it did) according to the relevant policy of GNFG Group as described in the sub-section headed "Principal terms of the Financing Services Agreement – Margin financing ratio" in this letter. In particular, among the abovementioned securities value of approximately HK\$749 million, approximately HK\$700.7 million worth of securities carried margin financing with margin ratios ranging from 10% to 50% as determined under the relevant policy of GNFG Group, and gave rise to the aggregate margin value of approximately HK\$247 million. The remaining approximately HK\$48.4 million worth of securities carried no margin value;
- (ii) Asia Smart's perception on the securities market and its investment plans and strategies. In particular, it expects the securities market to be bullish and plans to increase its activity level in securities trading; and
- (iii) a buffer to allow higher flexibility for Asia Smart and/or its associates to conduct investment and trading activities.

LETTER FROM THE BOARD

The Interest Caps

As set out in the Supplemental Announcement, the Interest Caps, being the proposed annual caps for interest income receivable by GNFG Group on the margin financing to be advanced to Asia Smart and/or its associates, are as the followings:

Name of customer	Services involved	Maximum amount of margin financing interest income receivable by GNFG Group for providing the Financing Services		
		from 12 September 2017 to 31 March 2018 <i>HK\$'000</i>	for the year ending 31 March 2019 <i>HK\$'000</i>	for the year ending 31 March 2020 <i>HK\$'000</i>
Asia Smart	Financing Services	8,500	18,000	19,000

The Interest Caps have been determined after arm's length negotiations between GNS and Asia Smart, taking into consideration (i) the Margin Caps of HK\$230,000,000 under the Financing Services Agreement; (ii) the margin financing interest rate of initially 7.236% per annum chargeable by GNS to Asia Smart which has been arrived at based on the floating Hong Kong dollar price rate (please refer to the sub-section headed "Principal terms of the Financing Services Agreement – Pricing standards" in this letter for more details) under the Financing Services Agreement; and (iii) a buffer to allow any possible rise in margin financing interest rate as a result of adjustment in the relevant pricing policy of GNFG Group from time to time which would apply to all clients.

In view that (i) the Margin Caps have been determined based on the applicable margin value in the securities account of Asia Smart with GNS; (ii) the Interest Caps have been determined based on the Margin Caps; (iii) the margin financing interest rate to be charged thereon is no less favourable to GNFG Group than such rate offered to other clients of GNFG Group who are Independent Third Parties, the Directors (including the independent non-executive Directors who have taken into account the advice from Shinco Capital) are of the view that the Proposed Annual Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

REASONS FOR ENTERING INTO THE FINANCING SERVICES AGREEMENT

The Company is an investment holding company and the Group (comprising the GNFG Group) is principally engaged in (i) money lending; (ii) property development and holding and investment in financial instruments; (iii) real estate broking; and (iv) the provision of financial services.

GNFG is an investment holding company and GNFG Group is principally engaged in the provision of financial services including securities dealing and broking, futures and options broking, underwriting and placements, securities margin financing and corporate finance services in Hong Kong. GNFG is owned as to 72.99% by the Company.

LETTER FROM THE BOARD

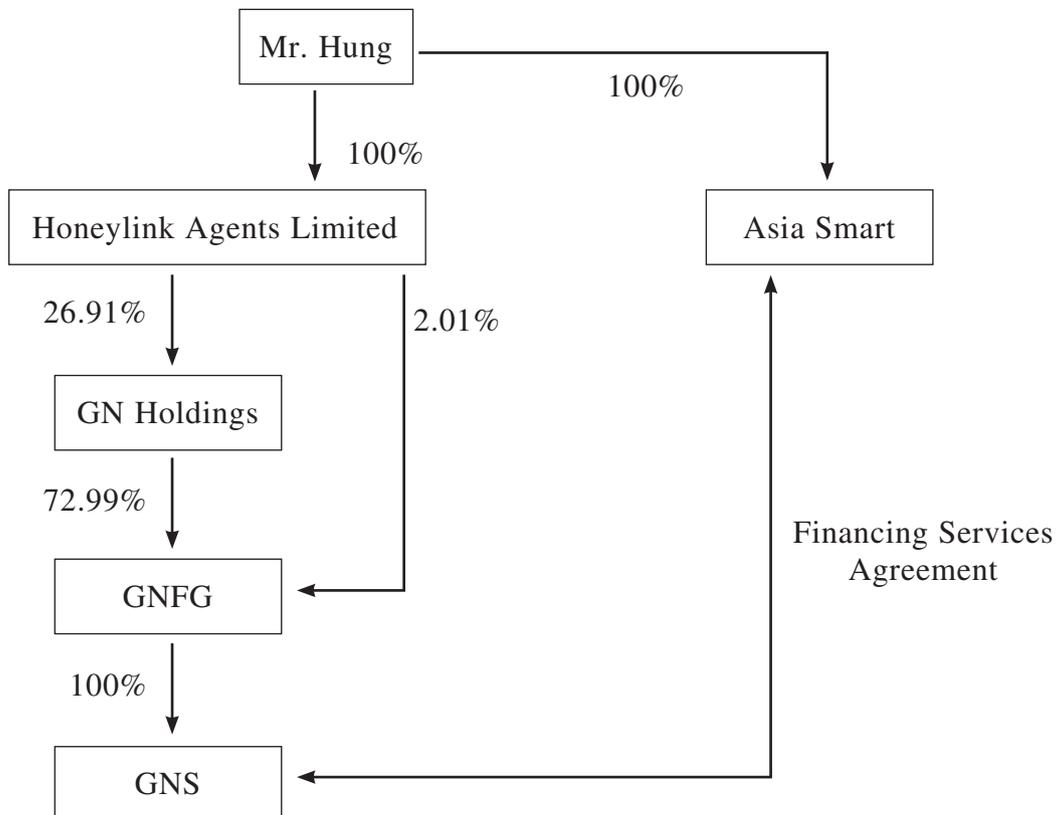
GNS is a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of GNFG. GNS is a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO.

Asia Smart, a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. Hung, is principally engaged in securities investment for capital appreciation.

The Directors (including the independent non-executive Directors who have taken into account the advice from Shinco Capital) consider that the entering into of the Financing Services Agreement and the subsequent provision of the Financing Services are in the ordinary and usual course of business of the Group, and can enhance the revenue of GNFG Group and thus that of the Group. Furthermore, the terms of the Financing Services Agreement have been determined after arm's length negotiation between GNS and Asia Smart, pursuant to which (i) the Financing Services shall be provided on normal commercial terms; (ii) the interest rates to be charged to Asia Smart and/or its associates shall be no less favourable to the Group than the rates offered to Independent Third Parties for comparable engagement, and in accordance with the relevant pricing policies of the Group which may be adjusted from time to time; and (iii) the provision of the Financing Services shall be subject to the terms and conditions of the standard client agreement of GNS from time to time.

Accordingly, the Directors (including the independent non-executive Directors who have taken into account the advice from Shinco Capital) are of the view that the terms of the Financing Services Agreement (including the Proposed Annual Caps) are fair and reasonable and normal commercial terms, and that the entering into of the Financing Services Agreement is in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS



LETTER FROM THE BOARD

As at the Latest Practicable Date, Asia Smart was wholly owned by Mr. Hung, who was deemed to be interested in 2,599,925,874 Shares, representing approximately 26.91% of the issued share capital of the Company. Mr. Hung is also the chief executive officer of the Company, an executive Director and the chairman of the Board. On the other hand, the Company holds approximately 72.99% of the issued share capital of GNFG, and GNFG wholly owns GNS. As a result of the above, Mr. Hung is a connected person of the Company and the Transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As the Margin Caps for each of the period/year ending 31 March 2018, 2019 and 2020 exceed HK\$10,000,000 and 5% of certain applicable percentage ratios calculated under the Listing Rules, the Transactions are subject to the reporting, announcement, annual review and independent shareholders' approval requirements of the Company under Chapter 14A of the Listing Rules.

Any Shareholder with a material interest in the Transactions is required to abstain from voting and will not vote on the resolution in relation to the Transactions at the EGM. Mr. Hung and his associates, who held 2,599,925,874 Shares as at the Latest Practicable Date, are required to abstain from voting at the EGM.

Save and except for Mr. Hung and his associates, to the best of the Directors' knowledge, information and belief of the Company and as at the Latest Practicable Date, the Company was not aware of any Shareholder who has a material interest in the Transactions and is required to abstain from voting on the relevant resolution in relation thereto at the EGM.

Mr. Hung had also abstained from voting on the relevant board resolution in relation to the Transactions. Save for Mr. Hung, no other Director has material interest in the Transactions and was required to abstain or had abstained from voting on the relevant board resolution relating to the Transactions.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors (namely Mr. Man Kong Yui, Mr. Sun Ka Ziang, Henry and Mr. Siu Hi Lam, Alick) has been established to advise the Independent Shareholders in respect of the Transactions. Shinco Capital has been appointed by the Company with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in this regard.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at 10/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Monday, 20 November 2017 at 10:45 a.m. and a form of proxy for use at the EGM is enclosed herein.

Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole and accordingly recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM for approving the Transactions.

The Independent Board Committee, having taken into account the advice of Shinco Capital, considers that the Transactions are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole, and accordingly recommends the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM for approving the Transactions.

GENERAL INFORMATION

Your attention is drawn to the letter of advice from Shinco Capital set out in pages 14 to 28 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the Transactions and the letter from the Independent Board Committee set out in page 13 of this circular which contains its recommendation to the Independent Shareholders in relation to the Transactions.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
By order of the Board
Get Nice Holdings Limited
Kam Leung Ming
Executive Director



GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

18 October 2017

To the Independent Shareholders,

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company dated 18 October 2017 (the “**Circular**”) to the Shareholders of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed as the Independent Board Committee to advise the Independent Shareholders on whether the Transactions are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board set out in pages 4 to 12 of the Circular and the letter from Shinco Capital, the Independent Financial Adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Transactions, set out in pages 14 to 28 of the Circular.

Having considered the factors and reasons considered by and the opinion of Shinco Capital stated in its letter of advice contained in the Circular, we are of the view that the Transactions are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Transactions.

Yours faithfully,

For and on behalf of the

Independent Board Committee

Mr. Man Kong Yui

Mr. Sun Ka Ziang, Henry

Mr. Siu Hi Lam, Alick

Independent non-executive Directors

LETTER FROM SHINCO CAPITAL

The following is the text of a letter of advice from Shinco Capital Limited, the independent financial adviser to the Independent Board Committee and Independent Shareholders, for the purpose of incorporation into this circular.



Room 1106, 11/F
Office Plus@Sheung Wan
No. 93 – 103 Wing Lok Street
Sheung Wan
Hong Kong

18 October 2017

*To the Independent Board Committee and the Independent Shareholders of
Get Nice Holdings Limited (the “Company”)*

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment as the independent financial adviser to Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions in relation to the Financing Services Agreement and the provision of the Financing Services (including the Proposed Annual Caps), details of which are set out in the circular of the Company dated 18 October 2017 (the “Circular”) of which this letter (the “Letter”) forms part. Capitalised terms used in this Letter shall have the same meanings as defined in the Circular, unless the context requires otherwise.

References are made to the Joint Announcement and Supplemental Announcement dated 30 August 2017 and 12 September 2017 respectively in relation to the continuing connected transactions contemplated under the Financing Services Agreement. On 30 August 2017, GNS, a wholly-owned subsidiary of GNFG, entered into the Financing Services Agreement with Asia Smart, pursuant to which GNS may (but not obliged to), upon request from Asia Smart and/or its associates, provide or procure any other company amongst GNFG Group to provide the Financing Services to Asia Smart and/or its associates from time to time during the period commencing from the Effective Date to 31 March 2020, on a non-exclusive basis. Asia Smart is wholly-owned by Mr. Hung, who is deemed to be interested in 2,599,925,874 ordinary Shares of the Company, representing approximately 26.91% of the issued Share capital of the Company. Mr. Hung is also the chief executive officer of the Company, an executive Director and the chairman of the Board. As at the Latest Practicable Date, the Company holds approximately 72.99% of the issued share capital of GNFG, and GNFG wholly owns GNS. As a result of the above, Mr. Hung is a connected person and the transactions contemplated under the Financing Services Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

LETTER FROM SHINCO CAPITAL

As the Margin Caps for each of the period/year ending 31 March 2018, 2019 and 2020 exceed HK\$10,000,000 and 5% of certain applicable percentage ratios calculated under the Listing Rules, the Transactions constitute non-exempt continuing connected transactions for the Company and are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to the Listing Rules, any Shareholder with a material interest in the Transactions is required to abstain from voting and will not vote on the resolution in relation to the Transactions at the EGM. Mr. Hung, who wholly-owned Asia Smart and is deemed to be interested in 2,599,925,874 ordinary Shares of the Company, representing approximately 26.91% of the issued Share capital of the Company as at the Latest Practicable Date, will abstain from voting on relevant resolutions at the EGM. Save as aforementioned, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, no other Shareholder has a material interest in the Transactions and therefore no other Shareholder is required to abstain from voting at the EGM.

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Man Kong Yui, Mr. Sun Ka Ziang, Henry and Mr. Siu Hi Lam, Alick, has been established to advise the Independent Shareholders in respect of the Transactions.

We, Shinco Capital, have been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to (i) whether the terms of the Financing Services Agreement (including the Proposed Annual Caps) are on normal commercial terms, in the ordinary course of business and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the terms of the Financing Services Agreement (including the Proposed Annual Caps) are in the interests of the Company and the Shareholders as a whole; and (iii) whether the Independent Shareholders should vote in favour of the Transactions at the EGM.

BASIS OF OUR OPINION

In formulating our recommendation to the Independent Board Committee and the Independent Shareholders, we have relied upon the statements, information, opinions and representations contained or referred to in the Circular, the information, opinions and representations provided to us by the Directors and/or the management of the Company, and our review of the relevant public information.

We have assumed that all information and representations provided by the Directors and/or the management the Company, for which they are solely and wholly responsible for are true, accurate and complete in all material respects and not misleading or deceptive at the time when they were provided or made and will continue to be true up to the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiries and careful consideration by the Directors and there are no other facts not contained in the Circular the omission of which would make any such statement contained in the Circular misleading. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and

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representations and opinions made to us untrue, inaccurate or misleading. We have not, however, carried out any independent verification of the information provided by the Directors and/or the management of the Company nor have we conducted any independent investigation into the business, financial conditions and affairs of the Group or the prospects of the markets in which the Group operates.

The Directors have collectively and individually accepted full responsibility for all information given with regard to the Company including particulars given in compliance with the Listing Rules. The Directors have confirmed, after having made all reasonable enquiries, that to the best of their knowledge and belief the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or the Circular misleading. We, as the independent financial adviser, take no responsibility for the contents of any part of the Circular, save and except for this Letter of advice.

As at the Latest Practicable Date, we were not aware of any relationships or interests between us and any member of the Group or any of their substantial Shareholders, Directors or chief executives, or their respective associates, that could reasonably be regarded as hindrance to our independence to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders. Accordingly, we are considered eligible to give independent advice to the Independent Board Committee and the Independent Shareholders regarding the Transactions.

Save for (i) this appointment as the Independent Financial Adviser in respect of the Transactions; (ii) the appointment as independent financial adviser to the independent board committee of GNFG in respect of the Transactions (under a separate letter of advice as set out in the circular of GNFG dated 18 October 2017); and (iii) subsequent to the aforementioned appointments in respect of the Transactions, the appointment as independent financial adviser to the independent board committee of the Company in respect of the refreshment of general mandate to issue new shares being contemplated by the Company under a separate letter of advice, there were no other engagements between Shinco Capital and the Company and GNFG, or any other parties to the Financing Services Agreement, in the last two years. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser, the appointment as independent financial adviser to GNFG and the aforementioned appointment as independent financial adviser to the Company in respect of the refreshment of general mandate to issue new shares, no arrangement exists whereby we will receive any fees or benefit from the Company, its subsidiaries, its associates or their respective substantial Shareholders or associates or any other parties to the Financing Services Agreement. Accordingly, pursuant to Rule 13.84 of the Listing Rules, we consider that we are eligible to give independent advice on the Transactions.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving our opinion and advice to the Independent Board Committee and the Independent Shareholders, we have taken into consideration of the following principal factors and reasons.

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1. Background of and reasons for entering into of the Financing Services Agreement

(i) *Information of the Group, GNFG Group and GNS*

The Company is an investment holding company and the Group (comprising GNFG Group) is principally engaged in (i) money lending; (ii) property development and holding and investment in financial instruments; (iii) real estate broking; and (iv) the provision of financial services.

As at the Latest Practicable Date, the Company is interested in 1,824,690,171 ordinary shares of GNFG, representing approximately 72.99% of the issued share capital of GNFG. GNFG is an investment holding company and GNFG Group is principally engaged in provision of financial services, including securities dealing and broking, futures and options broking, underwriting and placements, securities margin financing and corporate finance services in Hong Kong.

GNS, a company incorporated in Hong Kong with limited liability, is a subsidiary indirectly and wholly-owned by GNFG. GNS is principally engaged in securities dealing and broking and securities margin financing. GNS is a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO.

Set out below are selected information of the Group's consolidated financial results for the three financial years ended 31 March 2015, 2016 and 2017:

Table 1:

	For the financial years ended 31 March		
	2015	2016	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>	<i>(Audited)</i>
Revenue	362,581	581,242	513,600
– Interest income from loans and receivables from clients	266,374	410,131	377,502
– Brokerage commission	54,827	83,048	49,876
– Underwriting and placing commission	12,252	45,042	43,520
– Others	29,128	43,021	42,702
Profit/(loss) before taxation	316,824	543,938	488,577
Net profit/(loss)	269,079	463,666	415,286
Net profit margin (<i>Note</i>)	74.2%	79.8%	80.9%

Source: 2015, 2016 and 2017 annual reports of the Company

Note: The net profit margin is calculated by dividing the net profit by revenue.

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As set out in Table 1, for the financial year ended 31 March 2016, the Group's revenue amounted to approximately HK\$581.2 million, representing an increase of approximately 60.3% as compared to the previous financial year, in which interest income from loans and receivables from clients has been increased by approximately 54.0% year-over-year. The Group's profit before taxation and net profit amounted to approximately HK\$543.9 million and HK\$463.7 million respectively for the financial year ended 31 March 2016, representing remarkable increases of approximately 71.7% and 72.3% respectively as compared to the previous financial year.

For the financial year ended 31 March 2017, the Group recorded revenue of approximately HK\$513.6 million, representing a decrease of approximately 11.6% as compared to the previous financial year. The Group's profit before taxation and net profit amounted to approximately HK\$488.6 million and HK\$415.3 million respectively for the financial year ended 31 March 2017, representing decreases of approximately 10.2% and 10.4% respectively as compared to the previous financial year.

We noted that even there were decreases in revenue and profit for the financial year ended 31 March 2017, the Company was able to maintain the net profit margin at a comparable level with that of the previous financial year. Also, the Company remains optimistic in overall business environment that the market sentiment and the Company's overall business performance would improve. As set out in 2017 annual report of the Company, the "One Belt One Road" initiative rolled out by Mainland China and the launch of Shenzhen-Hong Kong Stock Connect create opportunities in Hong Kong stock market given the mature and comprehensive legal system and financial platform.

As illustrated in Table 1 above, securities margin financing is major revenue contributor of the Group as represented by interest income from loans and receivables from clients, which accounted for approximately 73.5%, 70.6% and 73.5% of the revenue for the financial years ended 31 March 2015, 2016 and 2017 respectively. We consider that the securities margin financing has developed as an important source of revenue to the Group, and the provision of Financing Services is conducted in the ordinary and usual course of business of the Company.

(ii) Information of Asia Smart and Mr. Hung

Asia Smart, a company incorporated in the British Virgin Islands with limited liability and principally engaged in securities investment for capital appreciation, is wholly-owned by Mr. Hung. Mr. Hung is (i) chief executive officer of the Company, an executive Director and the chairman of the Board; (ii) a substantial Shareholder of the Company who is deemed to be interested in 2,599,925,874 ordinary Shares of the Company as at the Latest Practicable Date, representing approximately 26.91% of the issued Share capital of the Company, through Honeylink Agents Limited (a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Hung); and (iii) a non-executive director of GNFG and the chairman of the board of directors of GNFG, in which the Company holds approximately 72.99%, and GNFG wholly owns GNS as at the Latest Practicable Date. As a result of the above, Mr. Hung is a connected person of the Company.

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(iii) Reasons for entering into of the Financing Services Agreement

As set out in the Letter from the Board, the terms of the Financing Services Agreement have been determined after arm's length negotiation between GNS and Asia Smart, pursuant to which (i) the Financing Services shall be provided on normal commercial terms; (ii) the margin financing interest rate to be charged by the Group to Asia Smart and/or its associates shall be no less favourable to the Group than the rates offered to Independent Third Parties for comparable engagement, and in accordance with the relevant pricing policies of the Group which may be adjusted from time to time; and (iii) the provision of the Financing Services shall be subject to the terms and conditions of the standard client agreement of GNS from time to time.

Accordingly, the Directors are of the view that the terms of the Financing Services Agreement (including the Proposed Annual Caps) are fair and reasonable and normal commercial terms, and that the entering into of the Financing Services Agreement, which could enhance the revenue of GNFG Group and thus that of the Group, is in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

2. Principal terms of the Financing Services Agreement

(i) Descriptions of principal terms of the Financing Services Agreement

Set out below are the principal terms of the Financing Services Agreement:

Date:	30 August 2017, as amended and supplemented on 12 September 2017
Parties:	(i) GNS, as the service provider of the Financing Services; and (ii) Asia Smart, as the customer.
Services to be provided:	GNS may (but not obliged to), upon request from Asia Smart and/or its associates, provide or procure any other company amongst GNFG Group to provide the Financing Services to Asia Smart and/or its associates from time to time during the Term, on a non-exclusive basis. The provision of the Financing Services shall also be on normal commercial terms and subject to the terms and conditions of the standard client agreement of GNS from time to time.
Term:	Commencing from the Effective Date to 31 March 2020 (both dates inclusive)

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- Pricing standards: Initially 7.236% per annum, which is (i) comparable to, and no less favourable to the Group than, the margin financing interest rates charged for comparable engagement to other clients of GNFG Group who are Independent Third Parties of similar credit standing, trading record and/or quality of collaterals given; and (ii) in accordance with the pricing policy of GNFG Group and subject to adjustment from time to time.
- Margin financing ratio: According to the standard client agreement of GNS, all margin financing advanced to any client must be secured by pledge of listed equity securities acceptable to GNFG Group.
- GNS advances margin financing to its clients which amounts up to 80% of the value of pledged blue-chip securities (securities of companies listed on the Stock Exchange which are constituents of the Hang Seng Index), and 10% to 80% of the value of other approved securities. The margin financing ratio of each approved stock varies depending on its quality, liquidity and market capitalisation. It is GNFG Group's policy not to provide margin financing for securities listed on the Growth Enterprise Market of the Stock Exchange, warrants and A-shares.
- Payment terms: According to the standard client agreement of GNS, the principal amount of the margin financing shall be repayable on demand by GNS.
- Default terms: According to the standard client agreement of GNS, in the event that any shortfall remains unsettled after the second margin call, the pledged securities may be sold in the market after due notification to repay the amount due. Should any outstanding balance remains unpaid following the sale of the pledged securities, further recovery actions will be sought.
- Conditions precedent: (i) the Transactions having been approved by the respective board of directors of the Company and GNFG (save and except for Mr. Hung, none of the respective directors of the Company and GNFG has material interest in the Transactions, or is required to abstain from voting on the respective board resolution(s) in relation to the Transactions);

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- (ii) the respective independent shareholders of the Company and GNFG having approved the Transactions by way of poll at the respective extraordinary general meeting of the Company and GNFG to be convened in compliance with the Listing Rules; and
- (iii) (if applicable) all authorities' authorisations, approvals, consents, waivers and permits which are necessary or relevant to give effect to the Transactions having been granted, received or obtained and not revoked.

As at the Latest Practicable Date, save and except for the condition number (ii) above, all conditions precedent regarding the Financing Services Agreement had been fulfilled.

(ii) Analysis of principal terms of the Financing Services Agreement

In order to assess the fairness and reasonableness of the terms of the Financing Services Agreement, we have discussed with the management of the Company and reviewed relevant documents with regard to (i) terms and conditions of the Financing Services Agreement; (ii) pricing standards of the Financing Services (i.e. basis in determining the margin financing interest rate to be charged to Asia Smart and/or its associates); and (iii) internal policies and procedures of the Group in relation to the provision of Financing Services.

In regard to terms and conditions of the Financing Services Agreement, it is under the terms of the Financing Services Agreement that Asia Smart and/or its associates are further subject to the terms and conditions of the standard client agreement of GNS (including but not limited to payment terms and default terms) from time to time. We have also confirmed with the management of the Company that there is no preferential treatment towards Asia Smart and/or its associates in relation to the Financing Services as compared with other clients of GNS who are Independent Third Parties. Therefore, we are of the view that Asia Smart and/or its associates are subject to the same standard terms which also bind other clients who are Independent Third Parties.

In regard to pricing standards of the Financing Services, as set out in the Letter from the Board, the current annual interest rates chargeable for margin financing by GNS generally ranged from Hong Kong dollar prime rate plus 2% (approximately 7.236%) to Hong Kong dollar prime rate plus 4.45% (approximately 9.252%), whilst the margin financing interest rate chargeable by GNS to Asia Smart and/or its associate is set initially at 7.236% per annum, which falls within the aforesaid range of margin financing interest rates. We have enquired and understand from the management of the Company that the margin financing interest rate is usually set at the highest of the aforesaid range of 9.252% per annum, and would be adjusted upwards or downwards in accordance with the client's financial background, credit standing, trading record and the quality of the securities pledged and/or other collaterals given and/or portfolio maintained.

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In order to assess whether the Financing Services offered to Asia Smart and/or its associates is fair and reasonable and is in compliance with relevant policy of the Group, we have conducted the following analyses:

(a) *Analysis on Asia Smart's credit standing and financial strength*

We have assessed and noted the following key factors regarding Asia Smart's credit standing and financial strength that: (i) Asia Smart has been an active client and has no default history since the date of opening its securities account with GNS in 2015; (ii) Asia Smart has maintained a diversified investment portfolio with considerable market value of listed securities; and (iii) there are sufficient value of stocks held in Asia Smart's securities account with GNS to justify the proposed maximum outstanding amount of margin financing. Details of (ii) and (iii) are set out in the section headed "3. The Proposed Annual Caps".

(b) *Analysis on the margin financing interest rate offered by GNS*

We have obtained and reviewed a full list of current margin clients of GNS with (i) current and historical margin financing interest rates charged to them; (ii) total current market value of listed securities held in their securities accounts with GNS; and (iii) total current stock margin value maintained in their securities accounts with GNS. In addition to the full list provided, we further sorted out a batch of margin clients of GNS who are Independent Third Parties with comparable financial strength (in terms of total market value of listed securities and total stock margin value maintained in their securities accounts with GNS) ("**Sample Clients**").

We observed that the margin financing interest rates charged to the Sample Clients mainly ranged from 7.236% per annum to 7.25% per annum. We have also checked the historical and prevailing margin financing interest rates charged to the Sample Clients, and we are not aware of any changes in margin financing interest rates offered to the Sample Clients which would distort our analysis of the proposed margin financing interest rate chargeable to Asia Smart and/or its associates under the Financing Services Agreement. Furthermore, we have obtained (i) samples of standard client agreements of GNS signed by the Sample Clients; and (ii) samples of recent monthly statements of the Sample Clients' securities accounts with GNS to cross check the information set out in the aforesaid full list of current margin clients of GNS and to verify the validity of the Sample Clients.

We observed and confirmed with the management of the Company that the proposed margin financing interest rate offered to Asia Smart and/or its associates is at a level comparable to those offered to other margin clients of GNS who are Independent Third Parties with comparable financial strength, which is equal to 7.236% per annum. Given the above due diligence process, we consider that the Sample Clients are fair and representative samples for us to assess the proposed margin financing interest rate to Asia Smart and/or its associates. We have also confirmed again with the management of the Company that those Sample Clients are subject to the terms and conditions of the standard client agreement of GNS (including but not limited to payment terms and default terms) from time to time. Therefore, we are of the view that such proposed margin financing interest rate to Asia Smart and/or its associates is no less favourable to the Group than those rates offered to other clients of GNS who are Independent Third Parties with comparable financial strength as that of Asia Smart.

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(c) *Analysis on the margin financing ratio*

On top of the above discussion and analysis, we have further obtained and reviewed (i) the list of standard margin financing ratio adopted by the Group; and (ii) monthly statements of securities accounts of Asia Smart and other sample independent margin clients of GNS for the past two years who held the same listed securities pledged as the major collaterals with those of Asia Smart. We confirmed with the management of the Company that standard margin financing ratio is applicable to all margin clients (including Asia Smart and/or its associates), and we conducted sample check against the monthly statements of accounts and noticed that the margin financing ratios offered to Asia Smart and/or its associates and other Independent Third Parties clients on the same listed securities tie with the standard margin financing ratio set by the Group across the aforesaid period.

We are of the view and confirmed with the management of the Company that (i) the proposed margin financing interest rate of 7.236% per annum offered to Asia Smart and/or its associates is no less favourable to the Group than the rates offered to other clients of GNS who are Independent Third Parties with comparable market value of listed securities and total stock margin value to be maintained; (ii) the credit standing and financial strength of Asia Smart (together with value and quality of the collaterals given) are satisfactory to justify the proposed margin financing interest rate of 7.236% per annum, which is lower than the standard margin financing interest rate of 9.252% per annum chargeable by GNS to its clients in general; and (iii) nothing comes to our attention that would impair the credit rating of Asia Smart.

Regarding the internal policies and procedures of the Group in relation to the provision of Financing Services, we have discussed and understand from the management of the Company that (i) the principal terms (including the Proposed Annual Caps and pricing standards for margin financing interest) in respect of the Financing Services shall be comparable to those offered to other clients who are Independent Third Parties and shall be subject to the same internal selection, approval and supervision procedures and pricing policy applicable to those clients; (ii) the Group will offer similar pricing terms to Asia Smart and/or its associates as the pricing terms to other Independent Third Parties clients and no preferential terms shall be provided to Asia Smart and/or its associates; (iii) prior to agreeing the terms for the provision of Financing Services and entering into of the Financing Services Agreement, the relevant business departments of the Group has conducted due diligence and assessment on whether the terms are in compliance with relevant credit policy and procedures of the Group and whether the terms are fair and reasonable; and (iv) the Group will monitor the maximum daily outstanding amount of margin financing to be advanced by GNFG Group to Asia Smart and/or its associates and will also be subject to annual review by all independent non-executive Directors and the auditors of the Company as discussed in section headed "5. Internal control procedures governing the Transactions".

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Given (i) it is under the terms of the Financing Services Agreement that Asia Smart and/or its associates are further subject to the terms and conditions of the standard client agreement of GNS from time to time (including but not limited to payment terms and default terms) during the Term on a non-exclusive basis; (ii) the margin financing interest rate to be charged to Asia Smart and/or its associates is no less favourable to the Group than the rates offered to other clients who are Independent Third Parties; (iii) there are internal credit assessment and strict internal compliance policies for Financing Services to be offered to Asia Smart and/or its associates; and (iv) the provision of Financing Services is of revenue nature and is in the ordinary and usual course of business of the Group and will enable the Company to capture the potential business opportunities from Asia Smart, we are of the view that the terms of the Financing Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

3. The Proposed Annual Caps

The Margin Caps, being the proposed annual caps for the maximum outstanding amount of margin financing at all time which may be advanced by GNFG Group to Asia Smart and/or its associates during the Term, are set out below:

Table 2:

Name of customer	Services involved	The proposed maximum outstanding amount of margin financing which may be advanced to such customer and/or its associates at all time from the		
		Effective Date to 31 March 2018	for the year ending 31 March 2019	for the year ending 31 March 2020
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Asia Smart	Financing Services	230,000	230,000	230,000

As set out in the Letter from the Board, the Margin Caps have been determined after arm's length negotiations between GNS and Asia Smart, taking into consideration:

- (i) the market value of listed securities of approximately HK\$749 million as at 30 August 2017 maintained in the securities account of Asia Smart with GNS, and corresponding margin value of approximately HK\$247 million that could then have been applied by GNS therefrom (if it did) according to the relevant policy of GNFG Group as described in the Letter from the Board. In particular, among the abovementioned securities value of approximately HK\$749 million, approximately HK\$700.7 million worth of securities carried margin financing with margin financing ratios ranging from 10% to 50% as determined under the relevant policy of GNFG Group, and gave rise to the aggregate margin value of approximately HK\$247 million. The remaining approximately HK\$48.3 million worth of securities carried no margin value;

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- (ii) Asia Smart's perception on the securities market and its investment plans and strategies. In particular, it expects the securities market to be bullish and plans to increase its activity level in securities trading; and
- (iii) a buffer to allow higher flexibility for Asia Smart and/or its associates to conduct investment and trading activities.

In addition, the Interest Caps, being the proposed annual caps for interest income receivable by GNFG Group on the margin financing to be advanced to Asia Smart and/or its associates, are as the followings:

		The proposed maximum amount of margin financing interest income receivable by GNFG Group for providing the Financing Services from 12		
Name of customer	Services involved	September 2017 to 31 March 2018	for the year ending 31 March 2019	for the year ending 31 March 2020
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Asia Smart	Financing Services	8,500	18,000	19,000

As set out in the Letter from the Board, the Interest Caps have been determined after arm's length negotiations between GNS and Asia Smart, taking into consideration:

- (i) the Margin Caps of HK\$230,000,000 under the Financing Services Agreement;
- (ii) the margin financing interest rate of initially 7.236% per annum chargeable by GNS to Asia Smart which has been arrived at based on the floating Hong Kong dollar prime rate under the Financing Services Agreement; and
- (iii) a buffer to allow any possible rise in margin financing interest rate as a result of adjustment in the relevant pricing policy of GNFG Group from time to time which would apply to all clients.

Our analysis

We have obtained and reviewed monthly statements of account of Asia Smart with GNS from April 2015 to August 2017. We noted that both market value of securities and applicable margin value maintained in Asia Smart's securities account with GNS have been steadily increased since its account opening in 2015. For the five-month period from April 2017 to August 2017, total average market value of listed securities maintained in Asia Smart's securities account exceeded HK\$600 million, with average total stock margin value of over HK\$200 million, demonstrating that Asia Smart's stock investment value has been maintained at a comparable level to justify the proposed maximum outstanding amount of margin financing under the Financing Services Agreement.

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We are also given to understand from the management of the Company that each of the grant of margin financing is subject to (i) the proposed maximum outstanding amount of margin financing under the Financing Services Agreement; (ii) the sufficient value of stocks pledged as collaterals in Asia Smart's securities account with GNS from time to time; and (iii) GNFG Group's internal policies and procedures including internal assessment by relevant business departments of GNFG Group, therefore the Group would not be exposed to extraordinary risk by the provision of Financing Services under the Financing Services Agreement.

Having considered (i) the value of listed securities maintained in Asia Smart's securities account with GNS; (ii) the provision of Financing Services can enhance the revenue of the Group; and (iii) the risk from margin financing will be closely monitored and controlled, the Directors consider, and we concur, that the Margin Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

On top of the Margin Caps, as (i) the Margin Caps have been determined based on the applicable margin value in the securities account of Asia Smart with GNS; (ii) the Interest Caps have been determined based on the Margin Caps; and (iii) the margin financing interest rate to be charged thereon is no less favourable to GNFG Group than such rate offered to other clients of GNFG Group who are Independent Third Parties, the Directors consider, and we concur, that the Interest Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

4. Outlook of the Hong Kong stock market

Given the nature of the principal activities and the industry the Group is engaged in, we had made reference to the Hong Kong's prevailing stock market condition in determining the provision of Financing Services (including the Proposed Annual Caps).

In this regard, we have considered the figure of Hang Seng Index ("HSI") from January 2012 to August 2017 published by Hang Seng Indexes Company Limited. It is noted that the average daily closing points of HSI has been increased from 19,455.82 points in January 2012 to 27,532.43 points in August 2017, with a compound annual growth rate ("CAGR") of approximately 6.4% during the period. The general increase in HSI indicates a positive outlook in Hong Kong stock market.

We have also considered the figure of historical turnover of Hong Kong stock market from 2012 up to July 2017 published in the website of Stock Exchange. It is noted that (i) total trading turnover amounted to approximately HK\$16,396.4 billion in 2016, with a CAGR of approximately 5.4% since 2012; and (ii) average daily trading turnover amounted to approximately HK\$77.4 billion in July 2017, with a CAGR of approximately 8.2% over the average daily trading turnover for the year 2012. We noted that turnover of Hong Kong stock market experienced a positive growth in general since 2012, which is aligned with the performance of the HSI as aforesaid.

We have further considered the figure of the initial public offering ("IPO") activities in Hong Kong from 2012 to 2016 published in the website of the Stock Exchange. It is noted that (i) there were 126 new listed companies in Hong Kong stock market in 2016; and (ii) total equity funds raised through Hong Kong's IPO market amounted to approximately HK\$195.3 billion, representing a CAGR of approximately 21.4% compared to the amount raised in 2012.

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With reference to *Half-Yearly Economic Report 2017* published in August 2017 by Financial Secretary's Office, Government of the Hong Kong Special Administrative Region, the outlook of Hong Kong stock market continued to rally which is attributable to (i) a bullish market sentiment amid the improved global economic outlook and expectation of an only gradual pace of the United States' interest rate normalization; and (ii) enhanced mutual capital market access between the Mainland China and Hong Kong (notable examples in recent years were the Shanghai- and Shenzhen- Hong Kong Stock Connect, the mutual recognition of funds arrangement with the Mainland China and the Bond Connect) which will further strengthen Hong Kong's position as an intermediary for capital flows between the Mainland China and international markets.

Having considered that (i) overall performance of Hong Kong stock market (in terms of equity prices (as represented by HSI), turnover of stock trading and IPO activities) sustained a general uptrend; (ii) outlook of Hong Kong stock market remains positive; and (iii) Asia Smart's stock investment value has been maintained at a comparable level to justify the proposed maximum outstanding amount of margin financing under the Financing Services Agreement as set out in the section headed "3. The Proposed Annual Caps", we are of the view that the provision of the Financing Services to Asia Smart and/or its associates under the prevailing stock market condition could enhance the revenue of GNFG Group and thus that of the Group, which in turn is in the interests of the Company and the Shareholders as a whole.

5. Internal control procedures governing the Transactions

As set out in Letter from the Board, the following internal control procedures have been established to ensure that the margin financing interest rate chargeable to Asia Smart and/or its associates for the Financing Services is no less favourable to the Group than the interest rates charged for comparable engagement to Independent Third Parties of similar credit and financial background:

- (i) Upon the opening of the margin account of Asia Smart in GNS, a customer service officer had performed checking on whether the proposed margin financing interest rate offered to Asia Smart was comparable to the interest rates offered to other clients of GNFG Group who were Independent Third Parties, taking into consideration the credit standing of Asia Smart and the quality of collaterals given which was assessed by the credit committee. After checking by the customer service officer, an independent responsible officer and a credit committee member had reviewed and approved the margin financing interest rate offered to Asia Smart to ensure that the margin financing interest rate offered to Asia Smart was no less favourable to the Group than those rates offered to other clients of GNFG Group who were Independent Third Parties.
- (ii) The independent non-executive Directors will perform an annual review pursuant to Rule 14A.55 of the Listing Rules on whether the Financing Services provided to Asia Smart and/or its associates are conducted (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the Financing Services Agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

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- (iii) the Company's auditor will confirm pursuant to Rule 14A.56 of the Listing Rules, among others, whether (i) the Transactions have been approved by the Board; (ii) the Financing Services provided to Asia Smart and/or its associates are in accordance with the pricing policies of the Group; (iii) the Financing Services provided to Asia Smart and/or its associates are entered into in accordance with the Financing Services Agreement governing them; and (iv) the Proposed Annual Caps have been exceeded.

The Group will also monitor the maximum daily outstanding amount of margin financing to be advanced by GNFG Group to Asia Smart and/or its associates, as well as the relevant margin financing interest income receivable by GNFG Group to ensure that the Proposed Annual Caps would not be exceeded.

Based on the above procedures and policies, the Board considers, and we concur with the Board, that there are adequate internal controls in place to ensure the Transactions are conducted on normal commercial terms and not prejudicial to the interests of the Company and the minority Shareholders.

RECOMMENDATIONS

Having considered the factors and reasons as mentioned above, we are of the view that terms of the Financing Services Agreement are on normal commercial terms and the transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Group. Furthermore, we are of the view that the Financing Services Agreement and the Proposed Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned and in the interest of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve continuing connected transactions in relation to the Financing Services Agreement and the provision of the Financing Services (including the Proposed Annual Caps).

Yours faithfully,

For and on behalf of

Shinco Capital Limited

Bobby Chow

Teresa Tsang

Managing Director

Director

Mr. Bobby Chow is a licensed person registered with the Securities and Futures Commission to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance and has over 10 years of experience in corporate finance industry.

Ms. Teresa Tsang is a licensed person registered with the Securities and Futures Commission to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance and has over 10 years of experience in corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(A) Directors and chief executive of the Company

As at the Latest Practicable Date, the following Directors of the Company had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the requirements of the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”):

(a) Long positions in the ordinary shares of HK\$0.1 each of the Company

Name	Capacity and nature of interest	Number of Shares held	Percentage of the Company’s issued share capital (%)
Mr. Hung	Held by controlled corporation (<i>Note</i>)	2,599,925,874	26.91

Note: Mr. Hung is deemed to be interested in 2,599,925,874 ordinary shares of the Company which are held by Honeylink Agents Limited (“Honeylink”), a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is beneficially owned by Mr. Hung.

(b) Long positions in the non-voting deferred shares of HK\$1.0 each of GNS, a non-wholly owned subsidiary of the Company

Name	Capacity	Number of non-voting deferred shares* held	Percentage of the issued non-voting deferred share of GNS (%)
Mr. Hung	Beneficial owner	36,000,000	90
Mr. Shum Kin Wai, Frankie	Beneficial owner	4,000,000	10
		40,000,000	100

* The non-voting deferred shares carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of GNS and on liquidation, the assets of GNS available for distribution among the holders of ordinary shares and the holders of non-voting deferred shares shall be applied first in paying to the holders of ordinary shares the sum of HK\$1,000,000,000,000 per ordinary share and secondly in repaying to the holders of non-voting deferred shares the nominal amount paid up or credited as paid up on such shares, and the balances of the GNS's assets shall belong to and be distributed among the holders of ordinary shares in proportion to the amount paid up or credited as paid up on such ordinary shares respectively.

(c) Long positions in the ordinary shares of HK\$0.01 each of GNFG, a non-wholly owned subsidiary of the Company

Name	Capacity	Number of issued ordinary shares held	Percentage of the GNFG's issued share capital (%)
Mr. Hung	Held by controlled corporation (<i>Note</i>)	50,309,829	2.01

Note: Mr. Hung is deemed to be interested in 50,309,829 ordinary shares of GNFG which are held by Honeylink, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is beneficially owned by Mr. Hung.

Save for those disclosed above, as at the Latest Practicable Date, no interests and short positions were held or deemed or taken to be held under Part XV of the SFO by any Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code or which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein.

As at the Latest Practicable Date, so far as was known to the Directors, none of the Directors is a director or employee of a company which has an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

(B) Substantial Shareholders

As at the Latest Practicable Date, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that the following shareholders had an interest of 5% or more in the issued share capital of the Company and this interest represents long positions in the ordinary shares of HK\$0.1 each of the Company.

Long positions in the ordinary shares of HK\$0.1 each of the Company

Name	Capacity and nature of interest	Number of Shares held	Percentage of the Company's issued share capital (%)
Mr. Hung	Held by controlled corporation (<i>Note</i>)	2,599,925,874	26.91
Honeylink	Beneficial owner (<i>Note</i>)	2,599,925,874	26.91

Note: Mr. Hung is deemed to be interested in 2,599,925,874 ordinary shares of the Company which are held by Honeylink, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is beneficially owned by Mr. Hung.

Save as disclosed above, the Company had not been notified of any other relevant interests or short positions in the issued share capital of the Company as at the Latest Practicable Date.

3. DIRECTORS' INTERESTS

As at the Latest Practicable Date, none of the Directors had any interests, either directly or indirectly, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2017, the date to which the latest published audited consolidated accounts of the Group were made up.

As at the Latest Practicable Date, there was no subsisting contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2017, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors nor their respective associates had an interest in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the Group's business.

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or any of its subsidiaries which is not expiring nor determinable by the Company or any of its subsidiaries within one year without payment of compensation other than statutory compensation.

8. EXPERTS AND CONSENTS

The following is the qualification of the expert who has given opinions or advice contained in this circular:

Name	Qualification
Shinco Capital	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO

Shinco Capital has confirmed that as at the Latest Practicable Date, it did not have any beneficial shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group nor did it have any direct or indirect interests in any assets which have since 31 March 2017 (being the date to which the latest published audited consolidated financial statements of the Company were made up) been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

Shinco Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its opinion prepared for the purpose of incorporation in this circular, and the references to its name and opinion in the form and context in which they respectively appear.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company in Hong Kong from 9:00 a.m. to 6:00 p.m. on any Business Day from the date of this circular up to and including the closing date of the EGM:

- (i) this circular;
- (ii) the Financing Services Agreement;
- (iii) the letter of recommendation from the Independent Board Committee, the text of which is set out on page 13 of this circular;
- (iv) the letter of advice from Shinco Capital to the Independent Board Committee and the Shareholders, the text of which is set out on pages 14 to 28 of this circular; and
- (v) the written consent as referred to under the section headed “Experts and Consents” in this appendix.

10. MISCELLANEOUS

- (i) The registered office of the Company is situated at P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands and the principal office of the Company is situated at 10th Floor, Cosco Floor, Grand Millenium Plaza, 183 Queen's Road, Central, Hong Kong.
- (ii) The Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (iii) The company secretary of the Company is Mr. Kam Leung Ming, who was appointed as the company secretary of the Company on 28 April 2017. He is a member of the Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Chartered Secretaries.
- (iv) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Get Nice Holdings Limited (the “**Company**”) will be held at 10:45 a.m. on Monday, 20 November 2017 at 10th Floor, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Financing Services Agreement (as defined in the circular to the shareholders of the Company dated 18 October 2017 (the “**Circular**”)) and the transactions contemplated thereunder be and are hereby approved;
- (b) the Proposed Annual Caps (as defined in the Circular), for the period/year ending 31 March 2018, 2019 and 2020, respectively, be and are hereby approved; and
- (c) and any one director be and is hereby authorised on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the aforesaid Financing Services Agreement and the transactions contemplated thereunder (including the Proposed Annual Caps (as defined in the Circular)).”

By order of the Board
Get Nice Holdings Limited
Kam Leung Ming
Company Secretary

Hong Kong, 18 October 2017

NOTICE OF EGM

Registered office:

P.O. Box 10008
Willow House
Cricket Square
Grand Cayman KY1-1001
Cayman Islands

Principal place of business in Hong Kong:

10th Floor
Cosco Tower
Grand Millennium Plaza
183 Queen's Road Central
Hong Kong

Notes:

1. A member of the Company who is a holder of two or more shares, and who is entitled to attend and vote at the EGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and vote in person. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The register of members of the Company will be closed from Wednesday, 15 November 2017 to Monday, 20 November 2017, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the EGM, 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 22 Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 14 November 2017.
6. As at the date of this notice, the executive Directors are Mr. Hung Hon Man (chairman and chief executive officer), Mr. Cham Wai Ho, Anthony and Mr. Kam Leung Ming; and the independent non-executive Directors are Mr. Man Kong Yui, Mr. Sun Ka Ziang, Henry and Mr. Siu Hi Lam, Alick.