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



GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

**REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



The notice convening the EGM of Get Nice Holdings Limited (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 10:30 a.m. is set out on pages 18 to 20 of this circular.

Whether or not you are able to attend the extraordinary general meeting of the Company, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar 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 less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting if you so desire, and in such event, the form of proxy shall be deemed to be revoked.

25 October 2017

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“associates”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors or a duly authorised committee thereof
“Company”	Get Nice Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 64)
“connected persons”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the directors of the Company and each a “Director”
“EGM”	the extraordinary general meeting 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 10:30 a.m. to consider and, if thought fit, approve the granting of the General Mandate
“Existing Mandate”	the general and unconditional mandate granted to the Directors to allot, issue and deal with 1,610,451,187 new Shares by a resolution of the shareholders passed at the annual general meeting of the Company held on 24 August 2017
“General Mandate”	the general and unconditional mandate to allot and issue new Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China

DEFINITIONS

“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors appointed to consider and advise the Independent Shareholders in respect of the General Mandate
“Independent Shareholders”	Shareholders other than the controlling Shareholders (as defined under the Listing Rules) and their associates or which there are no controlling Shareholders, any Shareholders other than Directors (excluding independent non-executive Directors) and chief executive of the Company and their respective associates
“Latest Practicable Date”	20 October 2017 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholders”	registered holders of the Shares
“Shinco” or “Independent Financial Adviser”	Shinco Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the granting of the General Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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

25 October 2017

To the Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is (i) to provide you with information on the granting of the General Mandate; (ii) to set out the recommendations of the Independent Board Committee in relation to the granting of the General Mandate and the advice of Shinco in relation to the granting of the General Mandate; and (iii) to give you a notice of the EGM at which resolution will be proposed to consider and, if thought fit, approve the granting of the General Mandate.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES

The Existing Mandate was granted at the last annual general meeting of the Company held on 24 August 2017.

Under the Existing Mandate, a maximum of 1,610,451,187 new Shares may fall to be issued and allotted. The Company entered into a placing agreement, pursuant to which the Company conditionally agreed to place, through the placing agent, on a best effort basis, 1,610,450,000 new Shares to not less than six independent placees at the placing price of HK\$0.26 per placing share as disclosed in the announcement of the Company dated 5 September 2017. As set out in the announcement dated 20 September 2017 relating to the completion of placing of new shares, a total of 1,610,450,000 placing shares have been successfully placed by the placing agent to not less than six placees at the placing price of HK\$0.26 per placing share pursuant to the terms and conditions of the placing agreement. The placing of 1,610,450,000 new shares utilised approximately 99.99% of the Existing Mandate. As at the Latest Practicable Date, the Company has the power to issue up to 1,187 Shares under such mandate thereafter.

The Company will convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the General Mandate to allot and issue Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant ordinary resolution at the EGM.

As at the Latest Practicable Date, the Company had an aggregate of 9,662,705,938 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the refreshment of the General Mandate and on the basis that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company will be allowed to allot and issue up to 1,932,541,187 Shares, being 20% of the number of issued Shares of the Company as at the Latest Practicable Date.

ACTUAL USE OF PROCEEDS FROM UTILIZATION OF THE EXISTING MANDATE

The Company has received net proceeds of approximately HK\$414.5 million in connection with the placing of new shares completed on 20 September 2017. Set forth below is a summary of the utilization of the net proceeds up to the Latest Practicable Date:

	<i>HK\$million</i> <i>(approximately)</i>
Net proceeds from the placing	414.5
Investment in a syndicated loan	(78.1)
Investment in listed equity securities	(19.8)
Refurbishment of a property	(1.6)
	<hr/>
Unutilized amount as at the Latest Practicable Date	315.0
	<hr/> <hr/>

The Company intends to use the unutilized amount of the net proceeds as general working capital and for future expansion of the Group.

LETTER FROM THE BOARD

REASONS FOR THE REFRESHMENT

As there are uncertainties in the global financial market, the Directors are of the view that the instability of the global financial market will persist in the foreseeable future which might have a negative impact to the business of the Group. The possible fund raising activities upon the refreshment of the General Mandate is in the benefit of the Company as it can enhance the financial flexibility of the Company during the global financial downturn.

It is noted that the Existing Mandate have been almost fully utilised upon completion of the placing on 20 September 2017. In light of the next annual general meeting of the Company will be held no earlier than August 2018, it implies that the Company may not have sufficient general mandate to promptly meet fund raising opportunities for more than 10 months. While the Company is not in urgent need to raise further fund after considering its existing financial position and development plans, the Company considers the refreshment of the General Mandate will enable the Company to capture better timing for fund raising before the next annual general meeting to be held no earlier than August 2018.

In addition, the Board considers that the granting of the General Mandate provides an opportunity for the Group to strengthen the Group's capital base and financial position so as to better equip the Group with the financial flexibility for development of the existing business which in turn will generate revenue and returns to the Company in a long term. As at Latest Practicable Date, the Company has not yet identified any other suitable business development investment or any acquisitions opportunities.

The Directors consider that the granting of the General Mandate will give the Board the required flexibility for any future allotment and issue of Shares on behalf of the Company as and when considered necessary. The refreshed General Mandate will be utilised when there is any further funding needs or if attractive offer for investment in the Shares is received from potential investors before the next annual general meeting. As at the Latest Practicable Date, the Company has no arrangement, understanding or negotiation for any possible fundraising exercise, and it does not have any immediate plans for any new issue of Shares under the General Mandate. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the EGM for granting the General Mandate such that, the Board will be able to respond to the market and such investment offer promptly. The Board believes that fund raising exercise pursuant to a general mandate is simpler and faster than other types of fund raising exercises and removes uncertainties in circumstances when specific mandate may not be obtained in a timely manner.

Having considered that the granting of the General Mandate (i) allows the Company maintaining the financial flexibility under the unstable economic condition; (ii) fosters the Group's future business development and allows the Company to raise funds for suitable investment in a timely manner when proper opportunities of acquisitions emerge in the future; (iii) and allows the Company to respond to the market for any investment offer that may be received from potential investors, the Board believes that the granting of the General Mandate is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

In addition, the Directors consider that equity financing by way of utilising the General Mandate (i) does not incur any interest paying obligations on the Group as compared to debt financing; (ii) is less costly and time-consuming than other pre-emptive fund raising methods such as rights issue and open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity in a timely manner as and when it arises.

The Directors also consider that the granting of the General Mandate to the Directors will enable the Company to issue convertible notes or convertible bonds and to have additional alternative and flexibility in raising capital for the Group in the future as and when the opportunities arise. Accordingly, the Directors consider that the granting of the General Mandate, which may or may not be utilised, is in the interests of the Company and its Shareholders as a whole.

As the refreshment of the General Mandate is prior to the next annual general meeting of the Company, the granting of the General Mandate is subject to the Independent Shareholders' approval in the EGM.

Assuming no further issue or repurchase of Shares from the Latest Practicable Date, the shareholdings in the Company as at the Latest Practicable Date and immediately after full utilisation of the General Mandate was and will be as follows:

Shareholders	As at the Latest Practicable Date		Upon full utilization of the General Mandate	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Honeylink Agents Limited (<i>Note</i>)	2,712,935,874	28.07	2,712,935,874	23.40
Public Shareholders				
Other public Shareholders	6,949,770,064	71.93	6,949,770,064	59.93
Shares to be issued under the General Mandate	—	—	1,932,541,187	16.67
	<u>9,662,705,938</u>	<u>100.00</u>	<u>11,595,247,125</u>	<u>100.00</u>

Note:

The entire issued share capital of Honeylink Agents Limited, a company incorporated in the British Virgin Islands with limited liability, is solely and beneficially owned by Mr. Hung Hon Man, the Chairman of the Company and an Executive Director.

THE EGM

A notice convening the EGM is set out on pages 18 to 20 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor

LETTER FROM THE BOARD

Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

Approval from the Independent Shareholders will be sought at the EGM by way of poll for the approval of the granting of the General Mandate.

Pursuant to the Listing Rules, any controlling shareholders and their associates, or where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive and their respective associates shall abstain from voting in favour. As at the Latest Practicable Date, the Company had no controlling shareholder. Mr. Hung Hon Man, Director of the Company and his associates who hold 2,712,935,874 Shares which is approximately 28.07% of shareholdings in the Company shall abstain from voting in favour of the resolution at the EGM.

An Independent Board Committee has been established to make recommendations to the Independent Shareholders in respect of the granting of General Mandate.

Shinco has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the granting of the General Mandate.

RECOMMENDATION

Shinco has been appointed to advise the Independent Board Committee and the Independent Shareholders with regard to the granting of General Mandate and consider that the granting of General Mandate is in the interests of the Company and the Shareholders as a whole and is fair and reasonable so far as the Independent Shareholders are concerned. Your attention is drawn to the letter of advice from Shinco containing its recommendation and the principal factors and reasons it has taken into account in arriving at its recommendation are set out on pages 10-17 of this circular.

The Independent Board Committee, having taken into account the advice of Shinco, considers the terms of the granting of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the granting of the General Mandate is in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolution relating to the granting of the General Mandate. The full text of the letter from the Independent Board Committee is set out on page 9 of this circular.

The Directors (including the independent non-executive Directors) are of the opinion that the terms of the granting of the General Mandate are fair and reasonable and the granting of the General Mandate is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Independent Shareholders should vote in favour of the relevant resolution to be proposed at the EGM.

LETTER FROM THE BOARD

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.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

25 October 2017

To the Independent Shareholders

Dear Sir/Madam,

We have been appointed as the Independent Board Committee to advise Independent Shareholders in connection with the refreshment of the General Mandate, details of which are set out in the circular of the Company to the Shareholders dated 25 October 2017 (the “Circular”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the principal factors, reasons and advice of Shinco in relation thereto as set out in the Circular, we are of the view that the refreshment of the General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of the granting of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned.

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

Yours faithfully

For and on behalf of

Independent Board Committee

Mr. Man Kong Yui
Independent non-executive
Director

Mr. Sun Ka Ziang, Henry
Independent non-executive
Director

Mr. Siu Hi Lam, Alick
Independent non-executive
Director

LETTER FROM SHINCO

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

25 October 2017

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

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed refreshment of the General Mandate, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 25 October 2017 (the “**Circular**”), of which this letter forms a part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless otherwise specified.

At the annual general meeting held on 24 August 2017, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Existing Mandate to allot and issue not more than 1,610,451,187 new Shares, being approximately 20% of the number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the Existing Mandate had been substantially utilised, where a total of 1,610,450,000 new Shares, representing approximately 99.99% of the Existing Mandate, were issued for the placing of new Shares completed on 20 September 2017 as set out in the announcement of the Company dated 20 September 2017. Therefore the Company proposed to refresh the General Mandate and to convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the General Mandate to allot and issue Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant ordinary resolution at the EGM.

LETTER FROM SHINCO

LISTING RULES IMPLICATION

As the proposed grant of the General Mandate is to be proposed to the Shareholders before the Company's next annual general meeting, pursuant to Rule 13.36(4) of the Listing Rules, the proposed grant of the General Mandate is subject to Independent Shareholders' approval at the EGM, at which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution in relation to the proposed grant of the General Mandate at the EGM.

As at the Latest Practicable Date, the Company had no controlling shareholder. Mr. Hung Hon Man, the chairman and chief executive officer of the Company and an executive Director, holds 2,712,935,874 Shares (approximately 28.07% of shareholding of the Company), through Honeylink Agents Limited (a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Hung Hon Man). Therefore Mr. Hung Hon Man and his associates shall abstain from voting in favour of the resolution at the EGM. The vote of the Independent Shareholders in respect of the grant of the General Mandate at the EGM will be taken by way of poll.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Man Kong Yui, Mr. Sun Ka Zieng, Henry and Mr. Siu Hi Lam, Alick, has been established to consider, and give advice and recommendation to the Independent Shareholders on the proposed grant of the General Mandate.

INDEPENDENT FINANCIAL ADVISER

We, Shinco Capital Limited, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to (i) whether the grant of the General Mandate is fair and reasonable; (ii) whether the grant of the General Mandate is in the interests of the Company and the Shareholders as a whole; and (iii) how the Independent Shareholders should vote in respect of the resolution relating thereto to be proposed at the EGM.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations provided to us by the Directors, the Company and the management of the Group.

We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Director in the Circular were reasonably made after due enquiries and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its management and/or the Directors, which have been provided to us. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion.

LETTER FROM SHINCO

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading in all material respects.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Directors and the management of the Group nor have we conducted any form of in-depth investigation into the business and affairs or the future prospects of the Group.

During the past two years, save for (i) this appointment as the Independent Financial Adviser in respect of the proposed grant of the General Mandate; (ii) the appointment as the independent financial adviser to the independent board committee of the Company in respect of the continuing connected transactions as set out in the circular of the Company dated 18 October 2017; and (iii) the appointment as the independent financial adviser to the independent board committee of Get Nice Financial Group Limited (a non-wholly-owned subsidiary of the Company) in respect of the continuing connected transactions as set out in the circular of Get Nice Financial Group Limited dated 18 October 2017, we have no other engagements with the Company or any other parties that could reasonably be considered to affect our independence in performing the duties as set out in the Listing Rules, or might reasonably give rise to a perception that our independence would be so affected. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser and aforesaid appointments as independent financial advisers to the Company and Get Nice Financial Group Limited respectively in respect of the continuing connected transactions, no arrangements existed whereby we received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

PRINCIPAL FACTORS TAKEN INTO CONSIDERATION

In formulating our opinion, we have considered the following principal factors and reasons:

1. Background of the Refreshment of General Mandate to Issue New Shares

At the annual general meeting held on 24 August 2017, the Shareholders approved, among other things, the Existing Mandate which authorised the Directors to issue not more than 1,610,451,187 new Shares, being 20% of the issued share capital of the Company of 8,052,255,938 Shares as at the date of the aforesaid annual general meeting. As set out in the announcement of the Company dated 5 September 2017, the Company entered into the placing agreement, pursuant to which the Company conditionally agreed to place, through the placing agent, on a best effort basis, 1,610,450,000 new Shares to not less than six independent places at the placing price of HK\$0.26 per Share under the Existing Mandate. As set out in the announcement of the Company dated 20 September 2017 relating to the completion of placing of new shares, a total of 1,610,450,000 placing Shares have been successfully placed by the placing agent to not less than six places at the placing price of HK\$0.26 per placing Share pursuant to the terms and conditions of the placing agreement as at the date of the announcement. The total of the 1,610,450,000 new Shares utilised approximately 99.99% of the Existing Mandate. As at the Latest Practicable Date, the Company has the power to issue up to 1,187 Shares under such mandate thereafter.

LETTER FROM SHINCO

Given that the Existing Mandate has been substantially utilised as a result of the aforesaid placing of new shares, the Board proposes to seek approval of the Independent Shareholders for the refreshment of the General Mandate.

The General Mandate, if granted, will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

2. Reasons for the Refreshment of General Mandate to Issue New Shares

The Company is an investment holding company and the 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 set out in the Letter from the Board, as there are uncertainties in the global financial market, the Directors are of the view that the instability of the global financial market will persist in the foreseeable future which might have a negative impact to the business of the Group. The possible fund raising activities upon the refreshment of the General Mandate is in the benefit of the Company as it can enhance the financial flexibility of the Company during the global financial downturn.

As set out in the Letter from the Board, it is noted that the Existing Mandate have been almost fully utilised upon completion of the placing on 20 September 2017. In light of the next annual general meeting of the Company will be held no earlier than August 2018, it implies that the Company may not have sufficient general mandate to promptly meet fund raising opportunities for more than 10 months. While the Company is not in urgent need to raise further fund after considering its existing financial position and development plans, the Company considers the refreshment of the General Mandate will enable the Company to capture better timing for fund raising before the next annual general meeting to be held no earlier than August 2018.

In addition, as set out in the Letter from the Board, the Board considers that the granting of the General Mandate provides an opportunity for the Group to strengthen the Group's capital base and financial position so as to better equip the Group with the financial flexibility for development of the existing business which in turn will generate revenue and returns to the Company in a long term. As at the Latest Practicable Date, the Company has not yet identified any other suitable business development investment or any acquisitions opportunities.

The Directors consider that the granting of the General Mandate will give the Board the required flexibility for any future allotment and issue of Shares on behalf of the Company as and when considered necessary. The refreshed General Mandate will be utilised when there are any further funding needs or if attractive offer for investment in the Shares is received from potential investor(s) before the next annual general meeting. As at the Latest Practicable Date, the Company has no arrangement, understanding or negotiation for any possible fundraising exercise, and it does not have any immediate plans for any new issue of Shares under the General Mandate. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the EGM for granting the General Mandate such that, the Board will be able to respond to the market and such investment offer promptly. The Board believes that fund raising exercise pursuant to a general mandate is simpler and faster than other types of fund raising exercises and removes uncertainties in circumstances when specific mandate may not be obtained in a timely manner.

LETTER FROM SHINCO

Having considered that the granting of the General Mandate would (i) allow the Company to maintain the financial flexibility under the unstable economic condition; (ii) foster the Group's future business development and allow the Company to raise funds for suitable investment(s) in a timely manner when proper opportunities of acquisitions emerge in the future; and (iii) allow the Company to respond to the market for any investment offer that may be received from potential investor(s), the Board believes that the granting of the General Mandate is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

The Directors also consider that the granting of the General Mandate to the Directors will enable the Company to issue convertible notes or convertible bonds and to have additional alternative and flexibility in raising capital for the Group in the future as and when the opportunities arise. Accordingly, the Directors consider that the granting of the General Mandate, which may or may not be utilised, is in the interests of the Company and its Shareholders as a whole.

Having considered the above factors and that (i) the proposed refreshment of the General Mandate can provide the Group with necessary financial flexibility to raise additional funds through the issue of equity securities and/or convertibles as and when investment opportunity arises at any time before the next annual general meeting of the Company which will be held no earlier than August 2018; and (ii) it is a normal market practice for companies to preserve flexibility for unexpected circumstances, we concur with the reasons for the grant of the General Mandate.

3. Equity Fund Raising Activities of the Company in the Past 12 Months

The following table summarises the equity fund raising activities carried out by the Company in the past 12 months immediately prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds	Intended use of net proceeds
5 September 2017	Placing of new Shares under the Existing Mandate	Approximately HK\$414.5 million	For general working capital and for future expansion of the Group

Set forth below is a summary of the utilisation of the net proceeds up to the Latest Practicable Date:

	HK\$ million <i>(approximately)</i>
Net proceeds from the placing	414.5
<i>Actual use of net proceeds</i>	
Investment in a syndicated loan	(78.1)
Investment in listed equity securities	(19.8)
Refurbishment of a property	(1.6)
	<hr/>
Unutilised amount as at the Latest Practicable Date	315.0
	<hr/> <hr/>

LETTER FROM SHINCO

As set out in the Letter from the Board, the Company intends to use the unutilised amount of the net proceeds as general working capital and for future expansion of the Group.

Save as disclosed above, the Company has not conducted any other equity fund raising activities in the past 12 months immediately preceding the Latest Practicable Date.

4. Other Financing Alternatives

As advised by the Company, it has considered other financing alternatives. As set out in the Letter from the Board, the Directors consider that equity financing by way of utilising the General Mandate (i) does not incur any interest paying obligation on the Group as compared to debt financing; (ii) is less costly and time-consuming than other pre-emptive fund raising methods such as rights issue and open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity in a timely manner as and when it arises.

Having considered that (i) debt financing such as bank borrowing will inevitably incur interest cost; and (ii) issuance of new Shares under the General Mandate is less costly and time-consuming than other financing alternatives, such as rights issue or open offer, and provides the Company with the flexibility and ability to capture any appropriate business opportunities in a timely manner, we are of the view that the grant of the General Mandate is in the interests of the Company and the Shareholders as a whole.

5. Potential Dilution on Shareholdings

As at the Latest Practicable Date, the Company had 9,662,705,938 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the General Mandate and assuming that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 1,932,541,187 new Shares under the General Mandate, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the General Mandate (assuming no other Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to and including the date of the EGM), for illustrative and reference purpose:

LETTER FROM SHINCO

Shareholders	As at the Latest Practicable Date		Upon full utilisation of the General Mandate	
	<i>Number of shares</i>	<i>Approx.%</i>	<i>Number of shares</i>	<i>Approx.%</i>
Honeylink Agents Limited <i>(Note)</i>	2,712,935,874	28.07	2,712,935,874	23.40
<i>Public Shareholders</i>				
Other public Shareholders	6,949,770,064	71.93	6,949,770,064	59.93
Shares to be issued under the General Mandate	—	—	1,932,541,187	16.67
Total	9,662,705,938	100.00	11,595,247,125	100.00

Note: The entire issued share capital of Honeylink Agents Limited, a company incorporated in the British Virgin Islands with limited liability, is solely and beneficially owned by Mr. Hung Hon Man, the chairman and chief executive officer of the Company and an executive Director.

Assuming that (i) the grant of the General Mandate is approved at the EGM; (ii) no Shares will be repurchased and issued from the Latest Practicable Date up to the date of the EGM (both dates inclusive); and (iii) upon full utilisation of the General Mandate, 1,932,541,187 Shares are to be issued, which represents 20% and approximately 16.67% of the existing issued Share capital of the Company as at the Latest Practicable Date and the enlarged issued Share capital of the Company respectively. The aggregate shareholding of the existing public Shareholders will be decreased from approximately 71.93% to approximately 59.93% upon full utilisation of the General Mandate, representing a potential maximum dilution in public shareholding by approximately 16.67%.

Taking into account that (i) the grant of the General Mandate will allow the Company to raise capital to satisfy its other financing requirements which may arise at any time by allotment and issuance of new Shares before the next annual general meeting of the Company which is expected to be held no earlier than August 2018; and (ii) the grant of the General Mandate provides more flexibility and options of financing to the Group for its further business development as well as for other potential future investments and/or acquisitions as and when such opportunities arise in a timely and effective manner, we consider that such potential dilution to shareholdings of the public Shareholders to be acceptable.

LETTER FROM SHINCO

RECOMMENDATIONS

Having taken into account the principal factors and reasons set out above, we are of the opinion that the proposed grant of the General Mandate is fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. We therefore advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) approving the General Mandate at the EGM.

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING



GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Get Nice Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Monday, 20 November 2017 at 10/F, 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:

ORDINARY RESOLUTION

1. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors (the “**Directors**”) of the Company at the annual general meeting of the Company held on 24 August 2017 be and is hereby replaced by the mandate **THAT**:
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.1 each in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power during or after the end of the Relevant Period;
 - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any options granted under the share option scheme of the Company; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent. of the number of issued Shares of the Company on the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders (the “**Shareholders**”) of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the annual general meeting of the Company held on 24 August 2017 (the “**AGM**”)), pursuant to the resolution passed at the AGM

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company;

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any relevant jurisdiction).”

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

Hong Kong, 25 October 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING

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. Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the EGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, 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, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. A form of proxy for use at the EGM is attached herewith.
6. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. 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.

As at the date of this notice, the executive directors of the Company are Mr. Hung Hon Man (Chairman and Chief Executive Officer), Mr. Cham Wai Ho, Anthony (Deputy Chairman), and Mr. Kam Leung Ming and the independent non-executive directors of the Company are Mr. Man Kong Yui, Mr. Sun Ka Ziang, Henry, and Mr. Siu Hi Lam, Alick.