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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)

**PROPOSALS FOR (A) GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(B) REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER
THE SHARE OPTION SCHEME;
(C) RE-ELECTION OF RETIRING DIRECTORS
AND
(D) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “Annual General Meeting”) 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 Wednesday, 21 August 2019 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, 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 54, 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 Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting if you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. General Mandates to repurchase and issue Shares	4
3. Refreshment of the Scheme Mandate Limit under the Share Option Scheme	4-6
4. Re-election of retiring Directors	6
5. Annual General Meeting	7
6. Closure of register of members	7
7. Proxy arrangement	7
8. Voting by way of poll	8
9. Responsibility statement	8
10. Recommendation	8
 Appendix I – Explanatory Statement	 9-11
Appendix II – Information on Retiring Directors	12-13
 Notice of Annual General Meeting	 14-18

DEFINITIONS

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

“2015 AGM”	the annual general meeting of the Company held on 20 August 2015
“Annual General Meeting”	the annual general meeting of the Company to be held at 10/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on, 21 August 2019 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Get Nice Holdings Limited (結好控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 64)
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	means (i) any executive director, or employee (whether full time or part time) of the Company, any subsidiary or any Invested Entity; (ii) any non-executive director (including independent non-executive directors) of the Company, any subsidiary or any Invested Entity; and (iii) any such other persons (including but not limited to supplier, customer, consultant, adviser, contractor, business partner or service provider of the Company or its subsidiary or any Invested Entity) who in the absolute discretion of the Board has contributed or will contribute to the Group
“General Mandate”	the issue mandate to be granted to the Board at the Annual General Meeting to allot, issue and deal with new Shares of not exceeding 20% of the total number of the issued share capital of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Invested Entity”	any entity in which the Group holds an equity interest

DEFINITIONS

“Latest Practicable Date”	15 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed to such term in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the Annual General Meeting
“Repurchase Mandate”	the general mandate granted by the Shareholders to the Directors authorizing the Company to repurchase Shares not exceeding 10% of the total number of the issued share capital of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“Scheme Mandate Limit”	the 10% limit on grant of options by the Company under the Share Option Scheme of the Company, which may be refreshed on and pursuant to the rules of the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 24 August 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“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:

Siu Hi Lam, Alick

Man Kong Yui

Sun Ka Ziang, Henry

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 July 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR (A) GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(B) REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE
SHARE OPTION SCHEME;
(C) RE-ELECTION OF RETIRING DIRECTORS
AND
(D) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the following proposals to be put forward at the Annual General Meeting for your consideration and if thought fit, approval of, (i) the General Mandate and the Repurchase Mandate; (ii) the refreshment of the Scheme Mandate Limit under the Share Option Scheme; (iii) the re-election of retiring Directors; and to give you the notice of Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the Annual General Meeting, Ordinary Resolutions will be proposed: (i) to grant the Directors authority to repurchase the fully-paid Shares up to 10% of the total number of the issued share capital of the Company as at the date of passing of the Ordinary Resolution of the Repurchase Mandate; (ii) to grant a general mandate to the Directors to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of the issued share capital of the Company as at the date of passing of the Ordinary Resolution of the General Mandate in order to increase the flexibility for raising capital to facilitate expansion plan of the Company as the Directors consider appropriate; and (iii) if the Repurchase Mandate is granted, to grant the Directors the general mandate to add to the General Mandate any Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$966,270,593.80 comprising 9,662,705,938 fully paid Shares. Subject to the passing of the Ordinary Resolution for approving the General Mandate at the Annual General Meeting and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed under the General Mandate to issue a maximum of 1,932,541,187 Shares during the period in which the General Mandate remains in force.

The Directors believe that it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Repurchase Mandate and the General Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by any applicable law or Companies Law to be held; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement on the Repurchase Mandate is set out in the Appendix I to this circular.

3. REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on 24 August 2012. Apart from the Share Option Scheme, the Company has no other share option scheme in force.

LETTER FROM THE BOARD

In accordance with the Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the date of approval of the Share Option Scheme. As at the date of approval of the Share Option Scheme on 24 August 2012 (“Adoption Date”), the total number of Shares then in issue was 4,473,475,959 and accordingly, 447,347,595 Shares might fall to be allotted and issued under the Share Option Scheme, representing 10% of the total number of Shares then in issue. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share Option Scheme and the Listing Rules.

During the period from the Adoption Date to 2015 AGM, no share options were granted. At the 2015 AGM, the Shareholders approved the Company to grant share options to subscribe for up to 671,021,393 Shares, representing 10% of the total number of issued Shares in issue at the time, in accordance with the 10% limit outlined within the Listing Rules and the Share Option Scheme.

As of the Latest Practicable Date, the total number of Shares in issue was 9,662,705,938. However, on 16 January 2019, pursuant to the Share Option Scheme, the Company granted 289,800,000 share options to three Eligible Persons as detailed in the Company’s announcement dated 16 January 2019, which represents approximately 43.2% of the share options available under the Share Option Scheme as of 16 January 2019. This means that unless the Scheme Mandate Limit is renewed, share options to subscribe for a total of 381,221,393 Shares may still be granted.

The table below provides details on the aforementioned granting of share options:

Grantees	Exercise price of share options granted	No. of share options granted	Closing price on the date of the grant	Validity period of share options
Mr. Tamotsu Suzuki	HK\$0.26 per Share	96,600,000	HK\$0.255 per Share	16/1/2019-15/1/2021
Ms. Yoko Hoshikawa	HK\$0.26 per Share	96,600,000	HK\$0.255 per Share	16/1/2019-15/1/2021
Mr. Lung Hon Lui	HK\$0.26 per Share	96,600,000	HK\$0.255 per Share	16/1/2019-15/1/2021

The grantees of the above share options are either the shareholders of a Japanese company who may form a joint venture with the Group or consultant in-charge of the integrated resort project in Japan. Details are disclosed in the Company’s announcement dated 16 January 2019. None of them is a director, a chief executive or a substantial shareholder of the Company, nor an associate (as defined in the Listing Rules) of any of them.

LETTER FROM THE BOARD

The table below details share options that have been either granted, exercised, lapsed, or cancelled since the 2015 AGM and up to the Latest Practicable Date:

	Granted	Exercised	Lapsed	Cancelled	Outstanding
Number of share options	<u>289,800,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>289,800,000</u>

The outstanding share options of 289,800,000 represents 3.0% of the total number of issued share capital of the Company as at Latest Practicable Date.

Assuming no further Shares will be allotted and issued or repurchased during the period from the Latest Practicable Date to the date of the Annual General Meeting, it is expected that, upon the approval of the refreshment of the Scheme Mandate Limit at the Annual General Meeting, the Directors will be authorised to grant options under the Share Option Scheme to subscribe for up to 966,270,593 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date. The Directors believe that more number of options to be granted under the Share Option Scheme can allow the Company to be more flexible in providing incentive or reward to Eligible Persons entitled for their contribution to, and continuing efforts to promote the interest of, the Company. Thus, the Directors propose to refresh the Scheme Mandate Limit at the Annual General Meeting.

The proposed refreshment of the Scheme Mandate Limit is conditional upon (i) the passing of the Ordinary Resolution to approve the proposed refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting; and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of approving the proposed refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the new Shares to be issued by the Company (representing a maximum of 10% of the total number of Shares in issue as at the date of approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Listing Rules and provision 108 of the Articles of Association, Mr. Cham Wai Ho, Anthony will retire as executive Director by rotation, and Mr. Man Kong Yui will retire as independent non-executive Director by rotation, and they, being eligible, offer themselves for re-election.

Information of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 14 to 18 of this circular.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting. The Board confirms that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 16 August 2019 to Wednesday, 21 August 2019 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to attend and vote at the Annual General Meeting. No transfer of the Shares may be registered on those dates. In order to qualify to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 15 August 2019.

The register of members of the Company will be closed from Monday, 2 September 2019 to Tuesday, 3 September 2019 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to the proposed final dividend upon passing of relevant resolution. No transfer of the Shares may be registered on those dates. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 30 August 2019.

7. PROXY ARRANGEMENT

A form of proxy for use at the Annual General Meeting is enclosed with the annual report of the Company for the year ended 31 March 2019 which has been dispatched together with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, 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 appointed for holding the Annual General Meeting or any adjourned meeting thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof (as the case may be).

LETTER FROM THE BOARD

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. 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.

10. RECOMMENDATION

The Directors believe that the proposed resolutions for general mandates to repurchase and to issue Shares, the refreshment of the Scheme Mandate Limit under the Share Option Scheme, and the re-election of retiring Directors in the notice of Annual General Meeting are all in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders to vote in favour of said resolutions to be presented at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Get Nice Holdings Limited
Hung Hon Man
Chairman

This is the explanatory statement required by the Listing Rules to provide the requisite information to you for your consideration of the Repurchase Mandate.

I. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 9,662,705,938 Shares.

Subject to the passing of the Ordinary Resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 966,270,593 fully paid-up Shares representing not more than 10% of the total number of issued share capital of the Company as at the date of passing of such Ordinary Resolution.

II. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands.

It is envisaged that the funds required for any repurchase of Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 March 2019, the date to which the most recent audited accounts of the Company were made up) in the event that repurchases of Shares under the Repurchase Mandate were to be carried out in full during the period of the Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

III. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

IV. SHARES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

V. SHARE PRICES

During each of the previous twelve months including the Latest Practicable Date, the highest and lowest price per Share traded on the Stock Exchange were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
July	0.275	0.265
August	0.270	0.255
September	0.255	0.248
October	0.247	0.233
November	0.265	0.242
December	0.265	0.249
2019		
January	0.295	0.250
February	0.310	0.280
March	0.315	0.285
April	0.295	0.280
May	0.280	0.260
June	0.265	0.255
July until the Latest Practicable Date	0.265	0.260

VI. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares or other securities to the Company or its subsidiaries.

No core connected person has notified the Company that he/she has a present intention to sell any securities to the Company nor has any such core connected person undertaken not to sell any of the securities held by him/her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

VII. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Hung Hon Man through a wholly-owned company, Honeylink Agents Limited, held approximately 29.99% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate (if the Repurchase Mandate is approved in the Annual General Meeting) in full to repurchase Shares in accordance with the terms of the Ordinary Resolution to be proposed at the Annual General Meeting, the shareholdings of Mr. Hung Hon Man, the executive Director, together with his respective associates in the Company would be increased to approximately 33.33%. The Directors believe that such increase will trigger the Takeovers Code and give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such extent as would give rise to such an offer obligation.

Assuming there are no alterations to the issued share capital of the Company between the Latest Practicable Date and the date of the Annual General Meeting, an exercise of the Repurchase Mandate (if the Repurchase Mandate is approved in the Annual General Meeting) whether in whole or in part will not result in less than 25% of the Shares being held by the public.

The following is the information, as at the Latest Practicable Date, on the retiring Directors proposed to be re-elected at the Annual General Meeting and required to be disclosed pursuant to the Listing Rules.

Mr. Cham Wai Ho, Anthony, aged 73, is the executive Director and deputy chairman of the Company. He is responsible for the formulation of corporate strategy and future direction of the Group. Mr. Cham is also responsible for overseeing the money lending business, property development and investment of the Group. Mr. Cham possesses over 50 years of experience in the banking, financial, securities and real estate industries. Before joining the Group in September 1991, he held senior executive positions in various international banks.

Mr. Cham entered into a service agreement with the Company for an initial term of three years commencing from 1 April 2002 and will continue thereafter unless and until terminated by either party giving not less than three months' prior notice in writing to the other. He receives a monthly salary of HK\$32,000 and does not receive any remuneration relating to his appointment as an executive Director.

Mr. Cham has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed, Mr. Cham did not hold any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Cham did not have any interest in the Shares and/or option of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Cham that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Man Kong Yui, aged 59, was appointed as an independent non-executive Director on 3 October 2005. He holds a Bachelor's Degree in Business Administration from the Chinese University of Hong Kong. Mr. Man has been involved in the financial and securities industries for over 40 years and has extensive experience in bullion, securities, futures and foreign exchange business. He has held various senior positions with prominent banks and international financial institutions and listed companies in Hong Kong. Mr. Man is currently a chief executive officer of Global Mastermind Securities Limited, which is a wholly owned subsidiary of Global Mastermind Holdings Limited (stock code: 8063). Mr. Man was also an independent non-executive director of Global Mastermind Capital Limited (stock code: 905) from 26 September 2014 to 18 April 2017 and currently is an independent non-executive director of TradeGo FinTech Limited (stock code: 8017). All of the above companies are listed on the Stock Exchange in Hong Kong.

There is no service contract entered into by Mr. Man with the Company and no fixed or proposed length of service with the Company, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Man is entitled to receive a director's fee payment of HK\$114,000 per annum, which is determined by the Board from time to time with reference to his duties and responsibilities with the Company and the prevailing market conditions. Mr. Man has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company.

Save as disclosed, Mr. Man did not hold any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Man did not have any interest in the Shares and/or option of the Company within the meaning of Part XV of the SFO.

Mr. Man has given a confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board has reviewed and assessed the independence of Mr. Man in accordance with each factor set out in Rule 3.13(1) to (8) of the Listing Rules and the Board considers Mr. Man to be independent.

Save as disclosed above, there are no other matters concerning Mr. Man that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL 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 the Annual General Meeting of Get Nice Holdings Limited (the “Company”) will be held at 10/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Wednesday, 21 August 2019 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and of the auditors of the Company (the “Auditors”) for the year ended 31 March 2019.
2. To declare a final dividend for the year ended 31 March 2019.
3. (A) To re-elect the following retiring directors of the Company (each as a separate resolution):
 - (i) Mr. Cham Wai Ho, Anthony as an executive Director; and
 - (ii) Mr. Man Kong Yui as an independent non-executive Director.
- (B) To authorize the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint Mazars CPA Limited as the Company’s auditors and to authorize the board of directors to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions of the Company:
 - A. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase shares in the Company (the “Shares”), and that the exercise by the Directors of all powers of the Company to repurchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:

NOTICE OF ANNUAL GENERAL MEETING

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
- (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
- (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of passing this resolution; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

B. “THAT:

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by Shareholders or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding 20% of the total number of issued share capital of the Company as at the date of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

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

C. **“THAT**

subject to the passing of resolutions 5A and 5B above, the authority of the directors of the Company be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted under resolution 5A.”

6. **“THAT**

conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the number of Shares in issue as at the date of passing this resolution) which may fall to be issued by the Company pursuant to the exercise of options granted under the share option scheme adopted by the Company on 24 August 2012 (the “Share Option Scheme”).

- (a) approval be and is hereby granted for refreshing the 10% mandate limit under the Share Option Scheme (“the Refreshed Scheme Limit”) pursuant to the rules of the Share Option Scheme such that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company under the Refreshed Scheme Limit shall not exceed 10% of the total number of Shares in issue on the date of

NOTICE OF ANNUAL GENERAL MEETING

passing of this resolution, provided that for the purpose of calculating whether the Refreshed Scheme Limit is exceeded, all Shares which are subject to or had been subject to the options granted under the Share Option Scheme and any other share option scheme(s) of the Company prior to the passing of this resolution (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option scheme(s) of the Company) shall not be taken into account, and the Directors or duly authorised committee thereof be and they are hereby authorized to grant options and to allot, issue and deal with unissued Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Limit in accordance with the rules of the Share Option Scheme;

- (b) the authority granted to the Directors pursuant to paragraph (a) above shall be specific authorisation by shareholders of the Company in addition to, and without prejudice to, the authority granted to the Directors by way of general mandate pursuant to resolution number 5 set out in the notice convening this meeting of which this resolution forms part, which shall remain in full force and effect until its expiry as stated therein; and
- (c) the authority previously granted to the Directors to grant options and to allot and issue Shares in accordance with the rules of the Share Option Scheme, to the extent not exercised prior to this resolution being passed and becoming unconditional, be revoked without prejudice to any previous valid exercise of such authority.

and the Directors (or duly authorised committee thereof) be and are hereby authorised to take all such steps to implement this resolution and to execute all documents and deeds as may be necessary or appropriate in relation thereto.”

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

Hong Kong, 18 July 2019

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting (as the case may be).
2. The register of members of the Company will be closed during the following periods:
 - (i) From Friday, 16 August 2019 to Wednesday, 21 August 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 15 August 2019.
 - (ii) from Monday, 2 September 2019 to Tuesday, 3 September 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 30 August 2019.
3. As at the date hereof, the executive directors are Mr. Hung Hon Man (Chairman and Chief Executive Officer), Mr. Cham Wai Ho, Anthony (Deputy Chairman) and Mr. Kam Leung Ming. The independent non-executive Directors are Mr. Siu Hi Lam, Alick, Mr. Man Kong Yui and Mr. Sun Ka Ziang, Henry.