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## **GET NICE HOLDINGS LIMITED**

### **結好控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0064)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**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:
    - (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
- (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 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

*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.

*As at the date of this announcement, 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.*