
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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; AND (B) RE-ELECTION OF RETIRING DIRECTORS AND 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 3/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Tuesday, 24 August 2021 at 11:00 a.m. is set out on pages 12 to 15 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.

IMPORTANT NOTES

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

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

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

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

CONTENTS

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

DEFINITIONS

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

| | |
|---------------------------|---|
| “Annual General Meeting” | the annual general meeting of the Company to be held at 3/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on, Tuesday, 24 August 2021 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 |
| “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 |
| “Latest Practicable Date” | 16 July 2021, 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 |

DEFINITIONS

| | |
|----------------------|--|
| “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 |
| “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) |
| “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, Eddie Shing Cheuk

Independent Non-executive Directors:

Siu Hi Lam, Alick

Man Kong Yui

Sun Ka Ziang, Henry

Registered Office:

Second Floor

Century Yard

Cricket Square

P. O. Box 902

Grand Cayman KY1-1103

Cayman Islands

*Principal place of business
in Hong Kong:*

G/F – 3/F

Cosco Tower

Grand Millennium Plaza

183 Queen's Road Central

Hong Kong

21 July 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR (A) GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES; AND
(B) RE-ELECTION OF RETIRING DIRECTORS
AND
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 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. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Listing Rules and provision 108 of the Articles of Association, Mr. Hung Hon Man will retire as executive Director by rotation, and Mr. Sun Ka Ziang, Henry, 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

4. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 12 to 15 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.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 19 August 2021 to Tuesday, 24 August 2021 (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 during this period. 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 Wednesday, 18 August 2021.

The register of members of the Company will be closed from Tuesday, 31 August 2021 to Wednesday, 1 September 2021 (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 during this period. 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 Monday, 30 August 2021.

6. 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 2021 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

7. 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.

8. 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.

9. RECOMMENDATION

The Directors believe that the proposed resolutions for general mandates to repurchase and to issue Shares, 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.

In response to the current situation of the novel coronavirus infection in Hong Kong, Shareholders are strongly encouraged to consider appointing chairman of the Annual General Meeting as their proxy to vote on the resolutions set out in the notice of Annual General Meeting for them to reduce the risk of contracting the novel coronavirus 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 2021, 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> |
| 2020 | | |
| July | 0.187 | 0.139 |
| August | 0.169 | 0.157 |
| September | 0.170 | 0.150 |
| October | 0.170 | 0.167 |
| November | 0.191 | 0.163 |
| December | 0.212 | 0.191 |
| 2021 | | |
| January | 0.202 | 0.185 |
| February | 0.227 | 0.180 |
| March | 0.210 | 0.195 |
| April | 0.198 | 0.183 |
| May | 0.202 | 0.184 |
| June | 0.193 | 0.184 |
| July until the Latest Practicable Date | 0.188 | 0.179 |

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 61.32% 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 68.13%. The Directors believe that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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. Hung Hon Man, aged 67, is the chairman and the chief executive officer of the Company and founder of the Group. He is responsible for the formulation of corporate strategy and the future direction of the Group. Mr. Hung is also responsible for overseeing the money lending and credit operation, property development and investment of the Group. Mr. Hung possesses over 26 years of experience in the securities and real estate industries in Hong Kong and Taiwan. He is also the chairman of Get Nice Financial Group Limited (“GNFGL”), a non-wholly owned subsidiary of the Company which was spun off for separate listing on the main board of the Stock Exchange on 8 April 2016.

Mr. Hung entered into a service agreement with the Company for an initial fixed 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\$20,400 which was determined with reference to his performances and the prevailing market rate and does not receive any remuneration relating to his appointment as an executive Director.

Mr. Hung is a controlling shareholder of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Hung was interested and deemed to be interested in (i) 5,925,303,872 Shares, representing approximately 61.32% of the existing issued share capital of the Company; and (ii) 1,875,000,000 shares of GNFGL, representing 75% interest in GNFGL through his controlling interest in the Company and direct equity interest of 2.01% in GNFGL held by Honeylink Agents Limited.

Mr. Hung is an uncle of Mr. Hung Sui Kwan, an executive director and chief executive officer of GNFGL. Save as disclosed, Mr. Hung has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed, Mr. Hung 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.

Save as disclosed above, there are no other matters concerning Mr. Hung 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. Sun Ka Ziang, Henry, aged 63, was appointed as an independent non-executive Director on 28 January 2014. Mr. Sun holds a Bachelor degree in Economics from Monash University in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Sun possesses over 25 years of experience in international finance, corporate finance, corporate planning, financial management and accounting and held executive positions at several international banks, accounting firms, the Hong Kong Airport Authority and an information technology company. Mr. Sun was an independent non-executive director of Zhongda International Holdings Limited (former stock code: 909) from 9 November 2006 to 4 April 2019, a company whose shares were listed on the main board of the Stock Exchange in Hong Kong but was delisted on 8 March 2019. He is currently a director of Saigon Commercial Bank of Vietnam.

There is no service contract entered into by Mr. Sun 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. Sun is entitled to receive a monthly director's fee of HK\$10,000, 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. Sun has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company.

Save as disclosed, Mr. Sun 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.

Mr. Sun has given a confirmation of his independence to the Company confirming his independence in accordance with Rule 3.13 of the Listing Rules. The Board has reviewed and assessed the independence of Mr. Sun in accordance with each factor set out in Rule 3.13(1) to (8) of the Listing Rules and the Board considers Mr. Sun remains to be independent. The Board believes that he has the required character, integrity and experience to fulfill and discharge the roles and duties of an independent non-executive Director and recommends that he should be re-elected as independent non-executive Director at the Annual General Meeting.

As at the Latest Practicable Date, Mr. Sun 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. Sun 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 OF ANNUAL GENERAL MEETING

IMPORTANT NOTES

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

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

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

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Get Nice Holdings Limited (the “Company”) will be held at 3/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Tuesday, 24 August 2021 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 2021.
2. To declare a final dividend for the year ended 31 March 2021.
3. (A) To re-elect the following retiring directors of the Company (each as a separate resolution):
 - (i) Mr. Hung Hon Man, as an executive Director; and
 - (ii) Mr. Sun Ka Ziang, Henry, as an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

NOTICE OF ANNUAL 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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

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

Hong Kong, 21 July 2021

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

Principal place of business in Hong Kong:
G/F – 3/F
Cosco Tower
Grand Millennium Plaza
183 Queen’s Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong 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 Thursday, 19 August 2021 to Tuesday, 24 August 2021, both dates inclusive, during which period no transfer of shares of the Company (“Shares”) will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 18 August 2021.
 - (ii) from Tuesday, 31 August 2021 to Wednesday, 1 September 2021, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 30 August 2021.
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, Eddie Shing Cheuk. The independent non-executive Directors are Mr. Siu Hi Lam, Alick, Mr. Man Kong Yui and Mr. Sun Ka Ziang, Henry.