

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Get Nice Holdings Limited (“Company”) will be held at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on 9th September, 2003 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31st March, 2003.
2. To declare a final dividend for the year ended 31st March, 2003.
3. To re-elect the retiring Directors and to authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditors and to authorize the board of Directors to fix their remuneration.

As Special Business, to consider and, if thought fit, pass with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

5. “THAT the Articles of Association of the Company be and is hereby amended by deleting in its entirety the definition of “clearing house” in Article 1(A) and replace it with the following:

“clearing house” shall mean a recognized clearing house within the meaning of Schedule 1 to the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) or a clearing house recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”

茲通告結好控股有限公司（「本公司」）之股東週年大會謹訂於二零零三年九月九日上午十一時假座香港干諾道中13-14號歐陸貿易中心22樓舉行，以處理下列事項：

1. 省覽截至二零零三年三月三十一日止年度之經審核綜合財務報表與本公司董事會報告及核數師報告。
2. 宣派截至二零零三年三月三十一日止年度末期股息。
3. 重選退任董事並授權董事會釐定董事酬金。
4. 續聘德勤•關黃陳方會計師行為核數師並授權董事會釐定其酬金。

作為特別事項，考慮並酌情通過下列本公司決議案（不論有否修訂）：

特別決議案

5. 「動議修訂本公司章程細則：完全刪除第1(A)條「結算所」之定義，並以下文取代：

「結算所」指 證券及期貨條例（香港法例571章）附表一所指之認可結算所或本公司股份上市或報價之證券交易所在司法權區之法律所認可之結算所。」

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ORDINARY RESOLUTIONS

6. A. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of Get Nice Holdings Limited (“Company”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares (“Shares”) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue on the date of passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) 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; 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 in force from time to time, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or

普通決議案

6. A. 「動議：

- (a) 在本決議案(b)段之規限下，一般及無條件批准結好控股有限公司(「本公司」)之董事於有關期間(定義見下文(c)段)內，根據香港證券及期貨事務監察委員會與香港聯合交易所有限公司(「聯交所」)之規則及規例、開曼群島公司法第22章(一九六一年法例3(經綜合及修訂))及所有其他有關適用法例，行使本公司之一切權力於聯交所或股份可能上市及獲香港證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所購回本公司股本中每股面值0.10港元之股份(「股份」)；
- (b) 本公司根據(a)段之批准於有關期間可能購回或同意將購回之股份總面值，不得超過本公司於本決議案通過當日之已發行股本總面值之10%及根據本決議案(a)段之授權因而受限制；及
- (c) 就本決議案而言：
- 「有關期間」指由本決議案通過當日起至下列較早者之期間：
- (i) 本公司下屆股東週年大會結束時；或
- (ii) 本公司不時有效之公司組織章程細則、開曼群島公司法第22章(一九六一年法例3(經綜合及修訂))或開曼群島之任何其他適用法例之規定本公司下屆股東週年大會須召開之期限屆滿時；或

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(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) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors (“Directors”) of Get Nice Holdings Limited (“Company”) during the Relevant Period (as defined in paragraph (d) below), of all the powers of the Company to allot, issue and deal with any unissued shares (“Shares”) of HK\$0.10 each in the capital of the Company and to make an offer or agreement or grant an option, including warrants to subscribe for Shares, which would or might require such Shares to be allotted and issued be and is hereby generally and unconditionally approved;
- (b) the Directors be authorized to make an offer or agreement or grant an option during the Relevant Period which would or might require shares in the capital of the Company to be allotted and issued either during or after the end of the Relevant Period pursuant to (a) above;
- (c) the aggregate nominal value of the shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the respective approval and authorization referred to in paragraphs (a) and (b) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to the exercise of options under the share option scheme or an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, or 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 or a specific authority granted by the Company’s shareholders in general meeting, shall not exceed (i) 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this Resolution approving the mandate to issue shares and (ii) the aggregate nominal amount of the share capital of the Company subsequent to the passing of this Resolution that may have been repurchased pursuant to resolution 6A; and

(iii) 於股東大會上通過普通決議案撤銷或修改本決議案所載授權之日。」

B. 「動議：

- (a) 在本決議案(c)段之規限下，根據香港聯合交易所有限公司證券上市規則，一般及無條件批准結好控股有限公司（「本公司」）之董事（「董事」）於有關期間（定義見下文(d)段）內行使本公司一切權力，以配發、發行及處理本公司之任何每股面值0.10港元未發行股份（「股份」），並作出售股建議或協議或授予將會或可能需要配發及發行股份之購股權（包括可認購股份之認股權證）；
- (b) 根據上文(a)段授權董事在有關期間內作出售股建議或協議或授予將會或可能需要於有關期間內或結束後配發及發行本公司股份之購股權；
- (c) 董事依據上文(a)及(b)段批准及授權而配發或有條件或無條件同意配發及發行（不論是否依據購股權或其他原因而配發）之本公司股本總面值（惟根據配售新股（定義見下文(d)段）或按照本公司不時有效之公司組織章程細則，或根據本公司之任何認股權證或可兌換為股份之任何證券之條款行使認購權或兌換權時發行任何股份或本公司股東於股東大會上授出之特定授權行使購股權計劃中之購股權或發行本公司股份以代替本公司股份之全部或部份股息除外，不得超過(i)本公司於有關批准發行股份授權之本決議案通過當日之本公司已發行股本總面值之20%與(ii)於通過本決議案之後根據決議案6A可能購回之本公司股本總面值；及

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(d) for the purpose of this Resolution:

“Relevant Period” means the period from 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 of association of the Company in force from time to time, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
- (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 6A and 6B above, the authority of the Directors pursuant to Resolution 6B, 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 6A.”

By Order of the Board
Hung Sui Kwan
Company Secretary

Hong Kong, 22nd July, 2003

(d) 就本決議案而言：

「有關期間」指由本決議案通過當日起至下列較早者之期間：

- (i) 本公司下屆股東週年大會結束時；或
- (ii) 本公司不時有效之公司組織章程細則、開曼群島公司法第22章（一九六一年法例3（經綜合及修訂））或開曼群島之任何其他適用法例之規定本公司下屆股東週年大會須召開之期限屆滿時；或
- (iii) 於股東大會上通過普通決議案撤銷或修改本決議案所載授權之日。」

「配售新股」指按股東之股份或其他股本證券現有持有量比例（零碎配額除外）配發或發行本公司股份或將會或可能因向本公司全體股東（就此而言不包括所住地區法例不允許作出售股建議之股東）及（倘適用）有權接納有關售股建議之本公司其他股本證券持有人作出售股建議而須配發及發行股份之其他證券。」

C. 「動議待上文決議案6A及6B通過後，批准擴大決議案6B所載之董事授權，以應付相當於本公司根據決議案6A授出之授權而購回之股本面值總額。」

承董事會命
公司秘書
洪瑞坤

香港，二零零三年七月二十二日

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Notes:

1. A member 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 notarially certified copy of that power of attorney or authority, must be deposited at the Company's Branch Share Registrars, Secretaries Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, 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 from 4th September, 2003 to 9th September, 2003, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend and be eligible 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 Registrars, Secretaries Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on 3rd September, 2003.
3. With regard to Resolution 5 (being the proposed Special Resolution set out in paragraph 5 of the notice), approval is being sought to revise the definition of "clearing house" since the Securities and Futures (Clearing House) Ordinance has been repealed with the coming into effect of the Securities and Futures Ordinance, Chapter 571, from 1st April, 2003.
4. With regard to Resolutions 6A, 6B and 6C above, the Directors do not have immediate plans to issue any new shares or repurchase any existing shares other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company. Approval is being sought from members of the Company for general mandates pursuant to the laws of Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").
5. With regard to Resolution 6A, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in the circular referred to in note 6 below.
6. A circular containing further information concerning Resolutions 5, 6A, 6B and 6C will be sent to shareholders together with the Company's Annual Report for the year ended 31st March, 2003.

附註：

1. 凡有權出席上述通告所召開大會及於會上投票之股東，均有權委任一名代表出席，並代其投票。受委代表無須為本公司股東。代表委任表格連同簽署人之授權書或其他授權文件(如有)或經公證人簽署證明之該等文件副本須於大會或其續會(視乎情況而定)指定舉行時間不少於四十八小時前送交本公司過戶登記處分處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
2. 本公司將於二零零三年九月四日至二零零三年九月九日(包括首尾兩天)暫停辦理股份過戶登記手續。為確定收取擬派股息及股東週年大會之出席及投票資格，所有股份過戶文件連同有關股票須於二零零三年九月三日(即九月四日前)下午四時前送交本公司過戶登記分處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
3. 至於決議案5(載於通告第5段所載提呈特別決議案)，需要徵求股東批准修訂「結算所」之定義(由於在二零零三年四月一日第571章證券及期貨條例生效後，證券及期貨(結算所)條例已遭廢除)。
4. 至於上文決議案6A、6B及6C方面，董事會並無即時計劃發行任何新股份或購回任何現有股份(根據本公司購股權計劃或經本公司股東批准之任何以股代息計劃而須發行之股份除外)。本公司現正尋求股東根據開曼群島法例及香港聯合交易所有限公司證券上市規則(「上市規則」)批准一般授權。
5. 至於決議案6A，董事會謹此聲明將行使該決議案所賦予之權力，以就本公司股東之利益於彼等認為適當之情況下購回本公司股份。本公司將收納於下文附註6所指通函內之說明函件，當中載有上市規則規定之所需資料，使股東能作出明智決定就建議之決議案投票。
6. 載有關於決議案5、6A、6B及6C之其他資料之通函，將連同本公司就截至二零零三年三月三十一日止年度年報寄發予股東。