

I am pleased to present to shareholders the financial result of Get Nice Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31st March, 2006

REVIEW OF OPERATIONS

Hong Kong economy maintained the momentum of development through the financial year 2005-06, with the unemployment rate continuing to fall and personal income levels continuing to rise. Inflation remained benign despite record prices of crude oil and commodities. The rate of growth of the P.R.C. economy has remained firm and staunch support to Hong Kong's policies from the Central Government have contributed to the recovery of the Hong Kong economy.

In view of the upward trend of the Hong Kong market's asset price, the influx of foreign capital and the improvement in the financial condition of local households and individuals, the Group has made satisfactory progress in business with its effort in expending the market shares of the local retail clients. The Group recorded a consolidated turnover of approximately HK\$151 million, significantly increased by 91% over the previous year and the net profit up by 104% to approximately HK\$60 million compared to the result a year ago. The impressive growth of turnover and net profit were partly attributed to the acquisition of a financial services business in March 2005.

While we continue to grow our income from the brokerage business, we concurrently look for new opportunities. To capture the management experience and skills, in early 2006, the Group launched the money lending business which is provision of consumer and mortgage loans, to complement our strategy of providing a full suite of services to our clients. This new business unit has made encourage result in its first year operation.

Brokerage income and interest income from securities margin financing

The average stock market turnover rose of approximately 31% during the year as compared with previous year. The average stock market daily turnover leaped from HK\$16 billion for the financial year 2004-05 to HK\$21 billion for the financial year 2005-06 and the benchmark Hang Seng Index was closed at 15,805 at 31st March, 2006, up by 14% as compared to the Index closed at 31st March, 2005. These upward trend was partly due to the influx of liquidity and strong buying interest in China-related stocks. A significant portion of the equity capital raised through the local stock market is raised by P.R.C. companies or by companies expanding into China.

本人欣然向股東提呈結好控股有限公司（「本公司」）及其附屬公司（「本集團」）截至二零零六年三月三十一日止年度之業績報告。

業務回顧

香港經濟於二零零五／零六財政年度保持增長勢頭，失業率持續下跌而個人收入水平則不斷上升。雖然原油及商品價格屢創新高，但通脹仍然溫和受控。中國經濟繼續騰飛，加上中央大力支持特區政府之政策，皆推動香港經濟持續復甦。

鑑於香港市場之資產價格趨升、外資流入及本地家庭與個人之財政狀況均見改善，本集團之業務取得滿意進展，集團亦同時致力擴大於本地零售客戶市場之佔有率。本集團錄得綜合營業額約151,000,000港元，較上年大幅增長91%，而純利則較一年前公佈業績時上升104%至約60,000,000港元。營業額與純利雙雙錄得可觀增長，而二零零五年三月收購金融服務業務則是其中一項推動因素。

本集團繼續推動經紀業務收入增長之際，亦不忘發掘新商機。為善用管理層之管理經驗及技巧，本集團於二零零六年初推出放債業務（即提供消費者及按揭貸款），配合集團為客戶提供全套服務之策略。此新成立之業務單位於首個營運年度錄得理想業績。

經紀業務收入及證券保證金融資之利息收入

年內，股票市場的每日平均成交額較上年躍升31%。股票市場的每日平均成交額由二零零四／零五財政年度的160億港元躍升至二零零五／零六財政年度的210億港元，而基準恒生指數於二零零六年三月三十一日收市報15,805點，與恒指於二零零五年三月三十一日收市時比較上升14%。指數趨升主要源於資金流入及市場追捧中資股。本地股市年內之股本集資活動中，以中資股或進軍內地市場的公司為主力。

Brokerage income and interest income from securities margin financing again formed the principal source of our income. During the year ended 31st March, 2006, the turnover for the broking business recorded HK\$91 million, up by 97% compared to last year and the segmental result of broking sector has achieved a profit of HK\$35 million, increase by 210% over the previous year. The Group's strong performance in its broking business is mainly attributed to the acquisition of a brokerage arm in March 2005 which produced a strong income stream through their account executives and customers added throughout the year.

The segmental result of securities margin financing increased by 104% compared with last year, mainly due to the increase in average level of margin financing. The Group will continue to exercise caution in the granting of share margin loans to clients and carry regular reviews and assessments of the share portfolio and on the individual borrower basis.

Placing and underwriting of rights issue and shares

Managed by a small but efficient team of professionals, the placing and underwriting activities posted a remarkable growth this year. The relevant commission income for the sector was HK\$16 million, up by 1.5 times compared to last year. During the year, the Group completed 24 shares placements and underwriting assignments. To large extents, the earning performance of this sector depend on market conditions.

Money lending

In early 2006, the Group set up an office outside its headoffice for a new business, the money lending services which is provision of consumer and mortgage loans. Net profit of approximately HK\$5 million was recorded this year.

Corporate finance

We continue to focus on the provision of financial advice services to listed issuers. The corporate finance department this year completed 14 financial advice assignments in relation to Listing Rules and Takeover Code, a net profit of approximately HK\$2 million was recorded this year.

經紀業務收入及證券保證金融資之利息收入再一次成為本集團之主要收入來源。於截至二零零六年三月三十一日止年度內，經紀業務錄得營業額91,000,000港元，較上一年上升97%，而經紀部門的分類業績則錄得溢利35,000,000港元，較上一年上升210%。本集團於經紀業務的強勁表現主要歸因於二零零五年三月收購一家經紀行，於整年內加入其客戶主任及客戶而產生強勁之收入來源。

證券保證金融資之分類業績較去年增加104%，主要由於保證金融資之平均水平上升所致。本集團將繼續審慎的向客戶批出股票保證金貸款，並定期對各借款人進行股份組合之審閱及評估。

配售及包銷供股及股份

在表現優異的一小隊專業人士管理下，配售及包銷於本年度錄得顯著增長。該部門的有關佣金收入為16,000,000港元，較上一年度上升1.5倍。於本年度內，本集團完成24項股份配售及包銷項目。整體而言，該項業務的盈利表現視乎市場情況。

放債

於二零零六年初，本集團在其總辦事處以外另設辦事處經營放債此新業務，提供消費者及按揭貸款。本年錄得5,000,000港元純利。

企業融資

本集團繼續專注向上市發行人提供財務顧問服務。企業融資部門於本年度已完成14項有關上市規則及收購守則的財務顧問項目，並於本年度錄得純利約2,000,000港元。

FINANCIAL REVIEW

The Group has always maintained a high level of liquid assets for operation. The Group's net current assets as at 31st March, 2006 were amounted to approximately HK\$741 million, representing an increase of approximately 107%. As a result of new capital injection by way of issuing of shares by placement, issuing convertible notes and exercise of share options, the Group had no outstanding borrowings at 31st March, 2006 (HK\$129 million at 31st March, 2005). As at 31st March, 2006, the Group had a cash holdings HK\$321 million.

The gearing ratio of the Group (total liabilities over total shareholders' funds) was decreased to 0.4 time as at 31st March, 2006, compared to 0.7 time as at 31st March, 2005. The decrease was mainly due to new capital injection and decrease in bank borrowings for financing clients' securities margin loans.

The business activities of the Group had not exposed to material fluctuation in exchange rates as majority of the transactions are denominated in Hong Kong dollars.

As at 31st March, 2006, the Group had available and unutilised banking facilities amounting to HK\$426 million. The bank facilities were secured by clients' pledged securities and corporate guarantees provided by the Company.

As at 31st March, 2006, the Group had no material contingent liabilities and no capital commitment.

MATERIAL ACQUISITION OF SUBSIDIARIES

The Group had no material acquisitions and disposals of subsidiaries and associates for the year ended 31st March, 2006.

財務回顧

本集團經常保持高水平的流動資產作營運。於二零零六年三月三十一日，本集團之淨流動資產為約741,000,000港元，增長約107%。由於透過配售股份、發行可換股票據及行使購股權而發行股份所注入之新資本，本集團於二零零六年三月三十一日沒有未償還貸款（於二零零五年三月三十一日：129,000,000港元）。於二零零六年三月三十一日，本集團持有之現金達321,000,000港元。

於二零零六年三月三十一日，本集團之資本負債比率（即總負債除以總股東資金）減少至0.4倍（二零零五年三月三十一日為0.7倍）。該減少主要由於獲注入新資金並減少以銀行貸款來向證券保證金客戶提供融資。

由於本集團大部份交易均以香港幣值列賬，故本集團之業務不會面對重大匯率波動之風險。

於二零零六年三月三十一日，本集團可動用而未動用之銀行信貸額為426,000,000港元。該銀行信貸額以保證金客戶之抵押證券及本公司提供之公司擔保作抵押。

於二零零六年三月三十一日，本集團並無重大或然負債，亦無資本承擔。

收購附屬公司之重大事項

本集團於截至二零零六年三月三十一日止年度並無收購及出售附屬公司及聯營公司之重大事項。

CONVERTIBLE NOTES

On 6th April, 2005, 25th November, 2005, 20th December, 2005, 13th January, 2006 and 13th March, 2006, the Company issued convertible notes with an aggregated principal amount of HK\$500,000,000 at the conversion prices of HK\$1.80 – HK\$2.80 per share for HK\$200,000,000 and HK\$0.68 per share for HK\$300,000,000. The convertible notes bear an interest rate of 2% to 3% per annum from the date of issue. During the year, the Company had made early partial repayment of the convertible note in the total amount of HK\$200,000,000. Convertible notes amounted to HK\$341,000,000 (including HK\$41,000,000 convertible notes at HK\$1.30 per share brought forward from last year) were converted into 472,714,924 shares at the initial conversion price of HK\$1.30 per share (HK\$41,000,000) and HK\$0.68 per share (HK\$300,000,000). There are no convertible note outstanding as at 31st March, 2006.

POST BALANCE SHEET EVENTS

- (a) On 19th April, 2006, the Company has entered into a conditional placing agreement with the agent, pursuant to which the placing agent has to procure subscribers for HK\$200,000,000 convertible notes due 2009, which bears interest at a rate of 4% per annum. The transaction was approved at the EGM held on 1st June 2006.
- (b) On 19th April, 2006, the Company entered into a conditional option agreement with Honeylink Agents Limited pursuant to which the Company has agreed to grant the option to Honeylink Agents Limited to subscribe for up to 400,000,000 options shares at the subscription price of HK\$0.68 within the first 12 months from the date of option granted and HK\$0.70 within the next 12 months from the first anniversary of the date of option granted. The Option consideration is amounting to HK\$2,000,000.

The option agreement was approved by the independent shareholders in the EGM held on 1st June, 2006.

可換股票據

於二零零五年四月六日、二零零五年十一月二十五日、二零零五年十二月二十日、二零零六年一月十三日及二零零六年三月十三日，本公司發行本金總額為500,000,000港元之可換股票據，其中200,000,000港元之可換股票據之換股價為每股1.80港元至2.80港元，而另外300,000,000港元之可換股票據之換股價為每股0.68港元。可換股票據由發行日期起按二至三厘之年息率計息。於本年度，本公司已提早贖回總額為200,000,000港元之部份可換股票據。341,000,000港元之可換股票據(包括來自去年每股行使價為1.30港元之41,000,000港元承前可換股票據)已按每股1.30港元(其中41,000,000港元)及每股0.68港元(其中300,000,000港元)之初步換股價兌換為472,714,924股股份。於二零零六年三月三十一日，並無尚未行使之可換股票據。

結算日後事項

- (a) 於二零零六年四月十九日，本公司與代理訂立有條件配售協議，據此，配售代理須促使認購人認購200,000,000港元之可換股票據，有關可換股票據於二零零九年到期，按4厘之年利率計息。此項交易已於二零零六年六月一日舉行之股東特別大會上獲通過。
- (b) 於二零零六年四月十九日，本公司與Honeylink Agents Limited訂立有條件期權協議，據此，本公司同意向Honeylink Agents Limited授出期權。期權持有人可據此於授出期權日期起計首12個月內按0.68港元之認購價及於授出期權日期起計滿一週年之其後12個月內按0.70港元之認購價認購最多400,000,000股期權股份。期權之代價為2,000,000港元。

期權協議已於二零零六年六月一日舉行之股東特別大會上獲獨立股東批准。

(c) On 3rd April, 2006, the Group entered into a provisional agreement to purchase a land situated at 20-22 Lomond Road, Kowloon Inland Lot No. 4164 section F & Remaining Portion with a site area of about 847 sq. metres for a consideration of HK\$107,000,000. It is intended that the existing 3-storey residential buildings erected on the land will be demolished and a 32-storey residential building of a total gross floor area of about 4,200 sq. metres will be constructed. The completion of the provisional agreement is expected on or before 24th September, 2006. On 3rd April, 2006, the Group has entered an agreement with Capitol International Holdings Limited, an independent third party and Win Glory Properties Limited, an associate of a substantial shareholder of a non-wholly owned subsidiary of the Group for formation of a company to develop the properties to be erected on the aforesaid land for resale purpose. The issued share capital of the company of US\$10 is divided into 10 shares of US\$1.00 each, 8 shares will be held by the Group, 1 share each will be held by Capitol International Holdings Limited and Win Glory Properties Limited.

(c) 於二零零六年四月三日，本集團訂立臨時協議以107,000,000港元之代價收購一幅土地。該土地位於九龍內地段4164號F分段及餘段露明道20-22號，地盤面積約為847平方米。現計劃將拆卸豎立於該土地上之現有三層高住宅大廈，並興建一幢32層高，總建築樓面面積約為4,200平方米之住宅大廈。預期臨時協議將於二零零六年九月二十四日或之前完成。於二零零六年四月三日，本集團與Capitol International Holdings Limited (其為獨立第三方) 及Win Glory Properties Limited (其為本集團非全資附屬公司之主要股東的聯繫人士) 訂立協議成立一間公司，發展將於該土地上豎立以供轉售之物業。該公司之已發行股本為10美元，分為10股每股面值1.00美元之股份，其中8股將由本集團持有，而Capitol International Holdings Limited與Win Glory Properties Limited將各持有1股。

STAFF

As at 31st March, 2006, the Group had a total of 47 full time employees (2005: 45) and 87 account executives (2005: 84), 23 of whom were also employed as full time employees of the Group. The Group remunerated employees based on the industry practice and individual's performance.

員工

於二零零六年三月三十一日，本集團共有47位全職僱員(二零零五年：45位)及87位客戶主任(二零零五年：84位)，其中23名亦獲聘為本集團之全職僱員。本集團乃按照行業慣例及員工個別表現釐定員工酬金。

PROSPECTS

In the coming year, the Group will pay close attention to the development of the Hong Kong economy and adopt active and prudent business strategies based on the prevailing market environment and industry competition. While we continue to grow our revenue from our traditional brokerage business, we concurrently look for new investment opportunities. On 3 April 2006, the Group entered into a provisional agreement to purchase a land situated at 20-22 Lomond Road, Kowloon Inland Lot No. 4164 section F & Remaining Portion with a site area of about 847 sq. metres for a consideration of HK\$107,000,000. It is intended that the existing 3-storey residential buildings erected on the land will be demolished and a 32-storey residential building of a total gross floor area of about 4,200 sq. metres will be built.

前景

展望來年，本集團將密切注視香港經濟之發展，並因應當時之市況及行業競爭形勢而採取積極審慎之營商策略。本集團不斷提升傳統經紀業務之收入的同時，亦會繼續發掘新投資機會。於二零零六年四月三日，本集團訂立臨時協議以107,000,000港元之代價收購一幅土地。該土地位於九龍內地段4164號F分段及餘段露明道20-22號，地盤面積約為847平方米。現計劃將拆卸豎立於該土地上之現有三層高住宅大廈，並興建一幢32層高，總建築樓面面積約為4,200平方米之住宅大廈。

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the year neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed shares of the Company.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied throughout the year ended 31st March, 2006 with the Code on Corporate Governance Practices as set out by the Stock Exchange in Appendix 14 to the Listing Rules except for the deviations summarised as follows:

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. The Company does not at present have any officer with the title CEO, Mr Hung Hon Man is the chairman of the Company and has also carried out the responsibility of CEO. Mr Hung possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. The Board considers the present structure is more suitable to the Company because it can promote the efficient formulation and implementation of the Company's strategies.

CG Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term subject to re-election. The non-executive Directors of the Company are not appointed for specific terms but subject to retirement by rotation and re-election at the annual general meeting of the Company according to the provisions of the Articles of Association.

CG Code provision A.4.2 stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. According to the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest one-third) should retire from office by rotation. Further, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the next following annual general meeting of the Company and should then be eligible for re-election at the meeting. To ensure full compliance with the code provision A.4.2, relevant amendments to the Articles of Association of the Company were proposed and approved by the shareholders at the extraordinary general meeting held on 23rd November, 2005.

購買、出售或贖回本公司之上市股份

年內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

企業管治常規守則

本公司於截至二零零六年三月三十一日止年度內一直遵守聯交所於上市規則附錄十四所列之企業管治常規守則，惟若干偏離行為概述如下：

企業管治常規守則條文A.2.1規定，主席與行政總裁（「行政總裁」）的角色應有區分，並不應由一人同時兼任。本公司現時並無任何具有行政總裁職銜之高級人員。洪漢文先生為本公司之主席，亦負責執行行政總裁之職責。洪先生具有管理董事會所需之領導技巧，亦十分熟悉本集團之業務。董事會認為，現時之架構較適合本公司，因其有助有效制訂及執行本公司之策略。

企業管治常規守則條文A.4.1規定，非執行董事的委任應有指定任期，並須接受重新選舉。本公司非執行董事的委任並無指定任期，而須依據公司組織章程細則輪流退任及於本公司之股東週年大會上膺選連任。

企業管治常規守則條文A.4.2規定，所有為填補臨時空缺而被委任的董事應在接受委任後的首次股東大會上接受股東選舉，而每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。根據公司組織章程細則，在本公司每年的股東週年大會上，當其時的董事中的三分之一，或如董事的人數並非三或三的倍數，則最接近三分之一人數的董事須輪流卸任。此外，獲委任以填補某臨時空缺或增加董事會的名額的董事，只任職至本公司下屆股東週年大會，並於其時有資格在大會上再度當選。為確保全面遵守守則條文A.4.2之規定，已建議對本公司之公司組織章程細則作出有關修訂，並獲股東於二零零五年十一月二十三日舉行之股東特別大會上批准。

AUDIT COMMITTEE REVIEW

The Group's audited consolidated results for the year ended 31st March, 2006 have been reviewed by the Audit Committee of the Company.

PRELIMINARY ANNOUNCEMENT OF THE RESULTS AGREED BY AUDITORS

The figures in respect of the Group's consolidated balance sheet, consolidated income statement and the related notes thereto for the year ended 31st March, 2006 as set out in the preliminary announcement, have been agreed by the Group's auditors, Messrs Deloitte Touche Tohmatsu, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Messrs Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Messrs Deloitte Touche Tohmatsu on this preliminary announcement.

By Order of the Board
Hung Hon Man
Chairman

Hong Kong, 14th July, 2006

審核委員會之審閱工作

本集團截至二零零六年三月三十一日止年度之經審核綜合業績已由本公司之審核委員會審閱。

核數師同意之初步業績公佈

本集團核數師德勤•關黃陳方會計師行同意本集團於初步業績公佈所載本集團截至二零零六年三月三十一日止年度之綜合資產負債表、綜合收益表及有關附註之數字與本集團本年度經審核綜合財務報表之數字相符。由於德勤•關黃陳方會計師行這方面的工作並不構成根據香港會計師公會頒佈之香港核數準則、香港審閱聘用準則或香港核證聘用準則而進行之核證聘用，因此德勤•關黃陳方會計師行並不對初步業績公佈作出任何保證。

承董事會命
 主席
 洪漢文

香港，二零零六年七月十四日