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 Thursday, 21 August 2025 at 11:00 a.m. is set out on pages 13 to 16 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

17 July 2025

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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, Thursday, 21 August 2025 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)
"Consolidated Share(s)"	ordinary share(s) of HK$2.00 each in the share capital of the Company after the Share Consolidation becoming effective
"core connected person"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Extraordinary General Meeting"	the extraordinary general meeting of the Company to be held and convened in relation to the Share Consolidation
"General Mandate"	the general unconditional mandate proposed to be granted to the Board at the Annual General Meeting to allot, issue and deal with Shares of not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution at the Annual General Meeting
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Latest Practicable Date"	11 July 2025, 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 it under 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 unconditional mandate proposed to be granted by the Shareholders to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares) 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 Consolidation"	the proposed consolidation of every twenty (20) Shares of HK$0.10 each into one (1) Consolidated Share of HK$2.00
"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 Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

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)*
Cham Wai Ho, Anthony *(Deputy Chairman)*
Kam, Eddie Shing Cheuk *(Chief Executive Officer)*

Non-executive Director:
Wu Yan Yee

Independent Non-executive Directors:
Chan Oi Chong
Leung Yiu Man
Ho Pak Chuen Brian

Registered Office:
P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
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

17 July 2025

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; and (ii) the re-election of retiring Directors; and to give you the notice of Annual General Meeting.

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 of up to 10% of the total number of the issued Shares (excluding treasury shares) 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 Shares not exceeding 20% of the total number of the issued Shares (excluding treasury shares) 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) to extend the General Mandate by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company was HK$1,236,394,525.40 comprising 12,363,945,254 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 2,472,789,050 Shares during the period in which the General Mandate remains in force.

Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of the Annual General Meeting will be 1,236,394,525 Shares, representing 10% of the total number of issued Shares of the Company as at the Latest Practicable Date.

Furthermore, subject to the passing of the Ordinary Resolution for approving the General Mandate and upon the Share Consolidation becoming effective after the passing of an ordinary resolution for approving the Share Consolidation at the Extraordinary General Meeting, the Company would be allowed under the General Mandate to issue a maximum of 123,639,452 Consolidated Shares during the period in which the General Mandate remains in force. The maximum number of Consolidated Shares which may be repurchased pursuant to the Repurchase Mandate upon the Share Consolidation becoming effective, will be 61,819,726 Consolidated Shares, representing 10% of the total number of issued Consolidated Shares.

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 the market conditions and funding arrangements at the relevant 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 shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Repurchase Mandate and the General Mandate until 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 or by any applicable laws to be held; or (iii) 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. Cham Wai Ho, Anthony will retire as executive Director by rotation, Ms. Chan Oi Chong and Mr. Leung Yiu Man, will retire as independent non-executive Directors 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 is set out in Appendix II hereto.

4. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 13 to 16 of this circular.

To the best of the Director's knowledge, information and belief, after 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 after 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 Monday, 18 August 2025 to Thursday, 21 August 2025 (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 be qualified 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 15 August 2025. The record date for attendance and voting at the Annual General Meeting is Thursday, 21 August 2025.

As disclosed in the announcement dated 26 June 2025 of the Company, the Directors recommended a final dividend of HK$0.0025 per Share for the year ended 31 March 2025 subject to the approval by the Shareholders at the Annual General Meeting. The register of members of the Company will be closed from Thursday, 28 August 2025 to Friday, 29 August 2025 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to the proposed final dividend upon passing of the relevant resolution. The amount of the final dividend will be adjusted to HK$0.05 per Consolidated Share if the Share Consolidation has been approved by the Shareholders at the Extraordinary General Meeting and becomes effective. No transfer of the Shares may be registered during this period. In order to be qualified 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 27 August 2025. The record date for determining the entitlement to the proposed final dividend is Friday, 29 August 2025.

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 2025 which has been dispatched together with this circular. If you are not able to attend and/or vote at the Annual General Meeting in person, you are requested to complete the form of proxy 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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).

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. Accordingly, all votes at the Annual General Meeting will be taken by poll and 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, 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 all the Shareholders to vote in favour of the 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 number of the issued Shares was 12,363,945,254 fully paid-up Shares and the Company did not hold any treasury 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 1,236,394,525 fully paid-up Shares representing not more than 10% of the total number of issued Shares as at the date of passing of such Ordinary Resolution during the period (the "Relevant Period") ending on 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 the Articles of Association or by any applicable laws to be held; or (iii) 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. Furthermore, upon the Share Consolidation becoming effective, the maximum number of Consolidated Shares which may be repurchased will be 61,819,726 Consolidated Shares, representing 10% of the total number of issued Consolidated Shares.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("CCASS") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

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 to the position as at 31 March 2025, 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 the market conditions and funding arrangements at the relevant 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	**Lowest**
	HK$	*HK$*
2024		
July	0.150	0.145
August	0.146	0.144
September	0.158	0.144
October	0.168	0.150
November	0.154	0.125
December	0.128	0.124
2025		
January	0.128	0.125
February	0.131	0.122
March	0.143	0.125
April	0.135	0.122
May	0.148	0.135
June	0.155	0.138
July (until the Latest Practicable Date)	0.160	0.146

VI. UNDERTAKING

The Directors have undertaken 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.

The Directors confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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 Rule 32 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 51.67% 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 57.41%. 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 is no alteration 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 79, 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 56 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 on 1 April 2002 and will continue thereafter unless and until terminated by either party by giving not less than three months' prior notice in writing to the other. He receives a monthly salary of HK$32,640 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 above, 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.

Ms. CHAN Oi Chong, aged 48, was appointed as an independent non-executive Director of the Company on 4 November 2022. She holds a bachelor's degree of business administration in accounting from the Hong Kong University of Science and Technology. She is currently a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Chartered Governance Institute and The Chartered Governance Institute. She has more than 20 years of financial and auditing experience. She is currently an independent non-executive director of Cool Link (Holdings) Limited (stock code: 8491) since August 2017, a Company listed on GEM of the Hong Kong Stock Exchange.

There is no service contract entered into by Ms. Chan with the Company and no fixed or proposed length of service with the Company, but she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Chan 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 her duties and responsibilities with the Company and the prevailing market conditions. Ms. Chan has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company.

Save as disclosed, Ms. Chan 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.

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

As at the Latest Practicable Date, Ms. Chan 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 Ms. Chan 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. LEUNG Yiu Man, aged 57, was appointed as an independent non-executive Director of the Company on 27 March 2023. He holds a Bachelor's degree in Social Sciences from the University of Hong Kong. He is a Chartered Financial Analyst of the CFA Institute in the United States and a full member of the Hong Kong Securities and Investment Institute. Mr. Leung has over 30 years of experience in investment, equity analysis and corporate finance. He is currently an independent non-executive director of Yuexiu Services Group Limited (stock code: 6626) since August 2023, a company listed on the Stock Exchange in Hong Kong.

There is no service contract entered into by Mr. Leung 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. Leung 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. Leung has no relationship with any Directors, senior management, substantial Shareholder or controlling Shareholder of the Company.

Save as disclosed, Mr. Leung 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. Leung 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. Leung in accordance with each factor set out in Rule 3.13(1) to (8) of the Listing Rules and the Board considers Mr. Leung 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. Leung 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. Leung 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.

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 3/F., Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Thursday, 21 August 2025 at 11:00 a.m. for the following purposes:

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 2025.

2. To declare a final dividend for the year ended 31 March 2025.

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;

   (ii) Ms. Chan Oi Chong, as an independent non-executive Director;

   (iii) Mr. Leung Yiu Man, 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 Forvis Mazars CPA Limited as the Company's auditors and to authorize the board of directors to fix their remuneration.

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 (excluding treasury 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 Shares (excluding treasury shares) 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."

any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and applicable laws and regulations.

C. "**THAT** subject to the passing of resolutions 5A and 5B above, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5B above be and is hereby extended by the addition of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5A above, provided that such amount shall not exceed 10% of the total number of Shares (excluding treasury shares) in issue as at the date of passing the resolution."

By order of the Board
Get Nice Holdings Limited
Hung Hon Man
Chairman

Hong Kong, 17 July 2025

Registered Office:
P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Monday, 18 August 2025 to Thursday, 21 August 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 15 August 2025. The record date for attendance and voting at the Annual General Meeting is Thursday, 21 August 2025.

   (ii) from Thursday, 28 August 2025 to Friday, 29 August 2025, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 27 August 2025. The record date for determining the entitlement to the proposed final dividend is Friday, 29 August 2025.

3. As at the date hereof, the executive Directors are Mr. Hung Hon Man (Chairman), Mr. Cham Wai Ho, Anthony (Deputy Chairman) and Mr. Kam, Eddie Shing Cheuk (Chief Executive Officer). The non-executive Director is Ms. Wu Yan Yee. The independent non-executive Directors are Ms. Chan Oi Chong, Mr. Leung Yiu Man and Mr. Ho Pak Chuen Brian.