



GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

28 September 2026

To the Disinterested Shareholders

Dear Sir or Madam,

**(1) PRIVATISATION OF GET NICE HOLDINGS LIMITED BY THE OFFEROR
BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE
COMPANIES ACT OF THE CAYMAN ISLANDS;
(2) PROPOSED WITHDRAWAL OF LISTING; AND
(3) PROPOSED SPECIAL DIVIDEND**

We refer to this scheme document dated 28 September 2026 jointly issued by the Offeror and the Company in relation to the Proposal and the Scheme (the “**Scheme Document**”), of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meanings as given to them in this Scheme Document.

We have been appointed by the Board as the Independent Board Committee to advise the Disinterested Shareholders in connection with the Proposal and the Scheme, in particular as to (i) whether the Proposal and the Scheme are fair and reasonable; and (ii) voting in respect of the Scheme at the Court Meeting and the EGM.

Veda Capital has been appointed, with our approval, as the Independent Financial Adviser in respect of the Proposal and the Scheme.

We wish to draw your attention to (a) the “Letter from the Board” set out on in Part III of this Scheme Document; (b) the “Letter from the Independent Financial Adviser” as set out in Part V of this Scheme Document which sets out the factors and reasons taken into account by the Independent Financial Adviser in arriving at its recommendations; and (c) the Explanatory Memorandum as set out in Part VI of this Scheme Document.

Having considered the terms of the Proposal and the Scheme and having taken into account the advice of Veda Capital, in particular, the factors, reasons and recommendations as set out in the “Letter from the Independent Financial Adviser” (as set out in Part V of this Scheme Document), we consider the Proposal and the Scheme to be fair and reasonable so far as the Disinterested Shareholders are concerned.

Accordingly, we recommend:

- (i) the Disinterested Shareholders to vote IN FAVOUR OF the resolution to approve the Scheme at the Court Meeting; and
- (ii) the Shareholders to vote IN FAVOUR OF the special resolution to approve and give effect to any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares and the contemporaneous maintenance of the issued share capital immediately following the cancellation of the Scheme Shares to the amount prior to the cancellation of the Scheme Shares by allotting and issuing to the Offeror such number of new Shares (credited as fully paid) as is equal to the number of Scheme Shares cancelled, and the ordinary resolution to approve the declaration and payment of the Special Dividend at the EGM.

Yours faithfully,
For and on behalf of
Get Nice Holdings Limited
Independent Board Committee



Ms. Chan Oi Chong	Mr. Leung Yiu Man	Mr. Ho Pak Chuen Brian	Ms. Wu Yan Yee
<i>Independent</i>	<i>Independent</i>	<i>Independent</i>	<i>Non-executive Director</i>
<i>Non-executive Director</i>	<i>Non-executive Director</i>	<i>Non-executive Director</i>	

Accordingly, we recommend:

- (i) the Disinterested Shareholders to vote IN FAVOUR OF the resolution to approve the Scheme at the Court Meeting; and
- (ii) the Shareholders to vote IN FAVOUR OF the special resolution to approve and give effect to any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares and the contemporaneous maintenance of the issued share capital immediately following the cancellation of the Scheme Shares to the amount prior to the cancellation of the Scheme Shares by allotting and issuing to the Offeror such number of new Shares (credited as fully paid) as is equal to the number of Scheme Shares cancelled, and the ordinary resolution to approve the declaration and payment of the Special Dividend at the EGM.

Yours faithfully,
For and on behalf of
Get Nice Holdings Limited
Independent Board Committee

Ms. Chan Oi Chong	Mr. Leung Yiu Man	Mr. Ho Pak Chuen Brian	Ms. Wu Yan Yee
<i>Independent</i>	<i>Independent</i>	<i>Independent</i>	<i>Non-executive Director</i>
<i>Non-executive Director</i>	<i>Non-executive Director</i>	<i>Non-executive Director</i>	



Accordingly, we recommend:

- (i) the Disinterested Shareholders to vote IN FAVOUR OF the resolution to approve the Scheme at the Court Meeting; and
- (ii) the Shareholders to vote IN FAVOUR OF the special resolution to approve and give effect to any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares and the contemporaneous maintenance of the issued share capital immediately following the cancellation of the Scheme Shares to the amount prior to the cancellation of the Scheme Shares by allotting and issuing to the Offeror such number of new Shares (credited as fully paid) as is equal to the number of Scheme Shares cancelled, and the ordinary resolution to approve the declaration and payment of the Special Dividend at the EGM.

Yours faithfully,
For and on behalf of
Get Nice Holdings Limited
Independent Board Committee

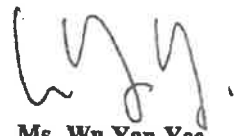


Ms. Chan Oi Chong	Mr. Leung Yiu Man	Mr. Ho Pak Chuen Brian	Ms. Wu Yan Yee
<i>Independent</i>	<i>Independent</i>	<i>Independent</i>	<i>Non-executive Director</i>
<i>Non-executive Director</i>	<i>Non-executive Director</i>	<i>Non-executive Director</i>	

Accordingly, we recommend:

- (i) the Disinterested Shareholders to vote **IN FAVOUR OF** the resolution to approve the Scheme at the Court Meeting; and
- (ii) the Shareholders to vote **IN FAVOUR OF** the special resolution to approve and give effect to any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares and the contemporaneous maintenance of the issued share capital immediately following the cancellation of the Scheme Shares to the amount prior to the cancellation of the Scheme Shares by allotting and issuing to the Offeror such number of new Shares (credited as fully paid) as is equal to the number of Scheme Shares cancelled, and the ordinary resolution to approve the declaration and payment of the Special Dividend at the EGM.

Yours faithfully,
For and on behalf of
Get Nice Holdings Limited
Independent Board Committee

Ms. Chan Oi Chong	Mr. Leung Yiu Man	Mr. Ho Pak Chuen Brian	
<i>Independent</i>	<i>Independent</i>	<i>Independent</i>	Ms. Wu Yan Yee
<i>Non-executive Director</i>	<i>Non-executive Director</i>	<i>Non-executive Director</i>	<i>Non-executive Director</i>