



GET NICE HOLDINGS LIMITED

結好控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0064)

Board of Directors:

Executive Directors:

Mr. Hung Hon Man (*Chairman*)

Mr. Kam, Eddie Shing Cheuk (*Chief Executive Officer*)

Non-executive Director:

Ms. Wu Yan Yee

Independent Non-executive Directors:

Ms. Chan Oi Chong

Mr. Leung Yiu Man

Mr. 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:

Ground Floor to 3rd Floor Cosco Tower

Grand Millennium Plaza

183 Queen's Road Central

Hong Kong

28 September 2026

To the 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**

1. INTRODUCTION

Reference is made to the Joint Announcement. On 25 June 2026, after trading hours, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Act. The Scheme will involve the cancellation of the Scheme Shares and, in consideration therefor, the payment to the Scheme Shareholders of the Total Price in cash for each Scheme Share cancelled, and the withdrawal of the listing of the Shares from the Stock Exchange.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal and the expected timetable as well as to give you notices of the Court Meeting and the EGM (together with proxy forms in relation thereto).

Your attention is drawn to the following sections of this Scheme Document: (i) the “Letter from the Independent Board Committee” set out in Part IV; (ii) the “Letter from the Independent Financial Adviser” set out in Part V; (iii) the “Explanatory Memorandum” set out in Part VI; and (iv) the “Scheme of Arrangement” set out in Appendix IV to this Scheme Document.

2. TERMS OF THE PROPOSAL

If the Proposal is approved and implemented:

- (a) all Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment of the Total Price of HK\$4.00 for each Scheme Share cancelled, comprising (i) the Cancellation Price of HK\$2.00 in cash for each Scheme Share to be paid by the Offeror; and (ii) the Special Dividend of HK\$2.00 in cash for each Share to be paid by the Company;
- (b) contemporaneously with the cancellation of the Scheme Shares, the issued share capital of the Company will be maintained at the amount immediately 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 the Scheme Shares cancelled and applying the reserve created in the books of account of the Company as a result of the cancellation of the Scheme Shares will be applied in paying up in full at par the new Shares so allotted and issued to the Offeror; and
- (c) the Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Main Board of the Stock Exchange pursuant to Rule 6.15(2) of the Listing Rules with effect immediately following the Effective Date.

Cancellation Price and Special Dividend

The Scheme will provide that the Scheme Shares be cancelled in exchange for the payment to Scheme Shareholders of the Total Price of HK\$4.00 in cash for each Scheme Share (being the aggregate of the Cancellation Price of HK\$2.00 and the Special Dividend of HK\$2.00).

Under the Proposal, the Offeror will procure the Company to, and the Company will, declare the Special Dividend of HK\$2.00 which, subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions, shall be payable to the Shareholders whose names appear on the register of members of the Company on the Record Date.

Accordingly, if the Scheme becomes binding and effective in accordance with its terms and conditions, the Scheme Shareholders whose names appear on the register of members of the Company on the Record Date will receive the Total Price of HK\$4.00 in cash per Scheme Share under the Proposal, comprising (i) the Cancellation Price of HK\$2.00 in cash for each Scheme Share to be paid by the Offeror; and (ii) the Special Dividend of HK\$2.00 in cash for each Share to be paid by the Company, with (a) the Cancellation Price representing a discount of approximately 41.2% under the closing price of HK\$3.40 per Share as quoted on the Stock Exchange on the Last Trading Day and a discount of approximately 47.4% under the closing price of HK\$3.80 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and (b) the Total Price representing a premium of approximately 17.6%, over the closing price of HK\$3.40 per Share as quoted on the Stock Exchange on the Last Trading Day and a premium of approximately 5.3% over the closing price of HK\$3.80 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

If, after the Latest Practicable Date, any dividend and/or other distribution and/or other return of capital other than the Special Dividend is announced, declared or paid in respect of the Shares, the Offeror reserves the right to reduce the Cancellation Price by all or any part of the net amount or value of such dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in the Joint Announcement, this Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced.

As at the Latest Practicable Date, (i) the Company has not declared any dividend which remains unpaid; and (ii) the Company has confirmed that, other than the Special Dividend, it does not intend to declare any dividend or other distribution on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

Total consideration

As at the Latest Practicable Date, the Company has 618,197,262 Shares in issue. On the assumptions that (i) the Scheme has become effective; and (ii) no further Shares are issued before the Record Date, there would be 298,778,970 Scheme Shares in issue and accordingly, the total Cancellation Price payable by the Offeror under the Scheme would be approximately HK\$597.6 million. On the assumption that there is no other change in the shareholding structure of the Company before the completion of the Proposal, subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions, the total amount of the Special Dividend payable to the Scheme Shareholders would be approximately HK\$597.6 million, which will be funded by the Company. The sum of the Total Price payable to the Scheme Shareholders under the Proposal would be approximately HK\$1,195.1 million. The 319,418,292 Shares beneficially owned by the Offeror as at the date of this Scheme Document will not form part of the Scheme Shares and the Offeror has irrevocably and unconditionally agreed to waive its entitlement to receive the Special Dividend.

Confirmation of financial resources

On the basis of the Cancellation Price of HK\$2.00 per Scheme Share, the Special Dividend of HK\$2.00 per Share and 298,778,970 Scheme Shares in issue as at the date of this Scheme Document and assuming no further Shares will be issued on or before the Record Date, the total maximum cash consideration payable to the Scheme Shareholders under the Proposal would be approximately HK\$1,195.1 million.

Payment of the Cancellation Price will be funded by the Facility and/or internal resources of the Offeror and/or its sole shareholder. Payment of the Special Dividend will be funded by the internal cash resources of the Company.

The Facility is secured by (i) a share charge over all of the issued shares of the Offeror; (ii) a share charge over all of the issued shares of the Company beneficially owned by the Offeror (i.e. 319,418,292 Shares), and all of the issued Shares that will be beneficially owned by the Offeror from time to time (upon the Scheme becoming effective, the Company will allot and issue new Shares to the Offeror in the number equal to the number of the Scheme Shares cancelled); and (iii) the debenture in respect of all current and future assets of the Offeror entered or to be entered into between the Offeror as chargor and Chong Hing Bank Limited as chargee (collectively, the “**Security Documents**”). The Offeror confirms that the repayment of the Facility including interest thereon is not dependent on the business of the Group. Messis Capital, the financial adviser to the Offeror in relation to the Proposal, is satisfied that sufficient financial resources are available to (i) the Offeror to satisfy the Cancellation Price; and (ii) the Company to satisfy the Special Dividend.

3. CONDITIONS OF THE PROPOSAL AND THE SCHEME

The Proposal and the Scheme will become effective and binding on the Company and all Scheme Shareholders subject to the fulfilment or waiver (as applicable) of the following Conditions:

- (a) the approval of the Scheme (by way of poll) by the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting;
- (b) the approval of the Scheme (by way of poll) by at least 75% of the votes attaching to the Disinterested Shares held by the Disinterested Shareholders that are voted either in person or by proxy at the Court Meeting, provided that the number of votes cast (by way of poll) against the resolution to approve the Scheme is not more than 10% of the votes attaching to all the Disinterested Shares held by the Disinterested Shareholders;
- (c) the passing by the Shareholders (including the Offeror and the Offeror Concert Parties) of an ordinary resolution at the EGM to approve declaration and payment of the Special Dividend;

- (d) the passing by the Shareholders (including the Offeror and the Offeror Concert Parties) of a special resolution by a majority of not less than three-fourths of the votes cast by the Shareholders present and voting, in person or by proxy, at the EGM to approve any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares, and the application of the reserve created by the cancellation and extinguishment of the Scheme Shares to contemporaneously maintain the issued share capital of the Company 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;
- (e) the sanction of the Scheme (with or without modification) by the Grand Court under section 86(2A) of the Companies Act and if necessary its confirmation of any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares, and the delivery to the Registrar of Companies of a copy of the order of the Grand Court for registration;
- (f) all necessary Authorisations having been obtained or made from, with or by (as the case may be) the Relevant Authorities in the Cayman Islands, Hong Kong, and/or any other relevant jurisdictions and, if applicable, any waiting periods before the Effective Date (which as at the Latest Practicable Date, there are none) having expired or terminated (in each case where such Authorisations are material in the context of the Honeylink Group or the Group as a whole and in the context of the Proposal);
- (g) the Authorisations remaining in full force and effect without variation, and all necessary statutory or regulatory obligations in all relevant jurisdictions having been complied with and no requirement having been imposed by any Relevant Authorities which is not expressly provided for, or is in addition to requirements expressly provided for, in relevant laws, rules, regulations or codes in connection with the Proposal or any matters, documents (including circulars) or things relating thereto, in each aforesaid case up to and at the time when the Scheme becomes binding and effective in accordance with its terms;
- (h) if required, the obtaining by the Offeror of such other necessary consent, approval, permission, waiver or exemption which may be required from any Relevant Authorities or other third parties which are necessary for the performance of the Scheme under applicable laws and regulations;
- (i) no government, governmental, quasi-governmental, statutory or regulatory body, court or agency in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry (or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order) that would make the Scheme or its implementation in accordance with its terms void, unenforceable, illegal or impracticable (or which would impose any material and adverse conditions or obligations with respect to the Scheme or its implementation in accordance with its terms);

- (j) all necessary consents which may be required from financial institutions under any existing material debt facilities and other contractual obligations of the Group being obtained; and
- (k) since 25 June 2026, there not having been instituted or remaining outstanding any material litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Group is a party (whether as plaintiff or defendant or otherwise) and no such proceedings having been threatened in writing against any such member and no investigation by any government or quasi-governmental, supranational, regulatory or investigative body or court against or in respect of any such member or the business carried on by any such member having been threatened in writing, announced, instituted or remaining outstanding by, against or in respect of any such member in each case which is material and adverse in the context of the Group taken as a whole or in the context of the Proposal.

The Conditions (a) to (i) above are not waivable. The Offeror reserves the right to waive any of the Conditions (j) to (k), either in whole or in respect of any particular matter. Save for the approvals by the Grand Court, the Executive and the Stock Exchange, the Company and the Offeror are not aware of any other Authorisations, consents, approvals and/or permissions required in respect of Conditions (f), (g), (h) and (j). All of the Conditions will have to be satisfied or waived (as applicable), on or before the Long Stop Date, otherwise the Scheme will not become effective. Subject to the Conditions being satisfied or waived (as applicable), the Scheme will become effective and binding on the Company and all Scheme Shareholders.

If the Conditions are not satisfied or waived (as appropriate) on or before the Long Stop Date, the Proposal will lapse. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Proposal if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal. If the Conditions are satisfied or waived (as applicable), the Scheme will be binding on the Offeror and all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the EGM. An update of the expected timetable will be provided by further announcement when the Scheme Document is despatched.

As at the Latest Practicable Date, none of the Conditions have been fulfilled or waived (as the case may be).

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. COMPARISONS OF VALUE

The Total Price of HK\$4.00 per Scheme Share represents:

In relation to the Latest Practicable Date and the Last Trading Day

- a premium of approximately 5.3% to the closing price of HK\$3.80 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- a premium of approximately 17.6% to the closing price of HK\$3.40 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 21.2% to the average closing price of approximately HK\$3.30 per Share as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;
- a premium of approximately 20.8% to the average closing price of approximately HK\$3.31 per Share as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 24.6% over the average closing price of approximately HK\$3.21 per Share as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day; and
- a premium of approximately 28.2% over the average closing price of approximately HK\$3.12 per Share as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day.

In relation to the audited consolidated net asset value per Share attributable to owners of the Company

- a discount of approximately 62.8% to the audited consolidated net asset value per Share of approximately HK\$10.76 as at 31 March 2026, based on (i) the audited net asset value attributable to owners of the Company of approximately HK\$6,651,788,000 as at 31 March 2026 and (ii) 618,197,262 Shares in issue as at the Latest Practicable Date; and
- a discount of approximately 62.5% to the Adjusted Audited NAV per Share as shown in the section headed “Appendix I – Financial Information of the Group – 3. Adjusted Audited Net Asset Value”.

The Cancellation Price of HK\$2.00 per Scheme Share represents:

In relation to the Latest Practicable Date and the Last Trading Day

- a discount of approximately 47.4% to the closing price of HK\$3.80 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- a discount of approximately 41.2% to the closing price of HK\$3.40 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a discount of approximately 39.3% to the average closing price of approximately HK\$3.30 per Share as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;
- a discount of approximately 39.6% to the average closing price of approximately HK\$3.31 per Share as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a discount of approximately 37.7% over the average closing price of approximately HK\$3.21 per Share as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day; and
- a discount of approximately 36.0% over the average closing price of approximately HK\$3.12 per Share as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day.

In relation to the audited consolidated net asset value per Share attributable to owners of the Company

- a discount of approximately 81.4% to the audited consolidated net asset value per Share of approximately HK\$10.76 as at 31 March 2026, based on (i) the audited net asset value attributable to owners of the Company of approximately HK\$6,651,788,000 as at 31 March 2026 and (ii) 618,197,262 Shares in issue as at the Latest Practicable Date; and
- a discount of approximately 81.3% to the Adjusted Audited NAV per Share as shown in the section headed “Appendix I – Financial Information of the Group – 3. Adjusted Audited Net Asset Value”.

The Total Price has been determined on a commercial basis after taking into account, among other things, recent and historical traded prices and trading volume of the Shares, the financial performance of the Group and the factors as set out in the section headed “9. Reasons for and benefits of the Proposal” of this Letter from the Board.

Highest and lowest prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$3.82 on 31 August 2026, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$3.00 on 21 January 2026, 23 January 2026, 26 January 2026, 29 January 2026, 3 February 2026, 4 February 2026, 5 February 2026 and 13 February 2026.

5. SHAREHOLDING STRUCTURE OF THE COMPANY

Your attention is drawn to the section headed “5. Shareholding structure of the Company” in the Explanatory Memorandum set out in Part VI of this Scheme Document.

6. SPECIAL DIVIDEND

Under the Proposal, the Offeror will procure the Company to, and the Company will, declare a Special Dividend of HK\$2.00 which, subject to (i) the passing of an ordinary resolution by a simple majority of the votes cast by the Shareholders (including the Offeror and the Offeror Concert Parties) present and voting in person or by proxy at the EGM to approve the Special Dividend; and (ii) the Scheme having become binding and effective in accordance with its terms and conditions, shall be payable to the Shareholders whose names appear on the register of members of the Company on the Record Date. The 319,418,292 Shares beneficially owned by the Offeror as at the Latest Practicable Date will not form part of the Scheme Shares and the Offeror has irrevocably and unconditionally agreed to waive its entitlement to receive the Special Dividend. None of the foregoing conditions to the payment of the Special Dividend can be waived.

The Board recommended the amount of the Special Dividend of HK\$2.00, subject to the conditions of the Special Dividend being satisfied on or before the Long Stop Date. The Special Dividend will be paid by the Company to the Shareholders in cash after the Scheme having become binding and effective in accordance with its terms and conditions and will be paid on the same date on which the Cancellation Price will be paid by the Offeror to the Scheme Shareholders.

Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective.

Shareholders and potential investors of the Company should be aware that the payment of the Special Dividend is in turn subject to, amongst other things, the Scheme having become binding and effective in accordance with its terms and conditions. Accordingly, the Special Dividend may or may not materialise. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

7. SCHEME SHARES, COURT MEETING AND EGM

Only Scheme Shareholders whose names appear in the register of members of the Company as at the Meeting Record Date may attend and vote at the Court Meeting to approve the Scheme. As at the Latest Practicable Date, the Offeror is interested in 319,418,292 Shares, representing approximately 51.67% of the issued share capital of the Company, and none of the Offeror Concert Parties holds any Shares. In any event, none of the Shares held by the Offeror and the Offeror Concert Parties will be voted at the Court Meeting. The Offeror has provided an undertaking to the Grand Court not to attend and vote at the Court Meeting. The Offeror has also undertaken to the Grand Court to be bound by the Scheme, so as to ensure that it will comply with and be subject to the terms and conditions of the Scheme. Only the votes of the Disinterested Shareholders will be taken into account in determining if Condition (b) as disclosed in the section headed “3. Conditions of the Proposal and the Scheme” is satisfied, and therefore the Shares held by the Offeror and Offeror Concert Parties will not be taken into account in this respect. As at the Latest Practicable Date, all Scheme Shares are Disinterested Shares.

All Shareholders (including the Offeror and the Offeror Concert Parties) whose names appear in the register of members of the Company as at the Meeting Record Date will be entitled to attend and vote on (i) the special resolution to be proposed at the EGM to approve and give effect to any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares and contemporaneous maintenance of the issued share capital of the Company at the amount immediately 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 the Scheme Shares cancelled and applying the reserve created in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full the new Shares so allotted and issued to the Offeror, and (ii) the ordinary resolution to be proposed at the EGM to approve and give effect to the Special Dividend. The Offeror and the Offeror Concert Parties have indicated that they will vote in favour of the above special resolution and ordinary resolution to be proposed at the EGM.

Assuming there is no other change in the shareholding of the Company before completion of the Proposal, the Offeror will hold 100% of the issued Shares upon the Scheme becoming effective.

8. FINANCIAL ADVISER TO THE OFFEROR, INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Offeror has appointed Messis Capital as its financial adviser in connection with the Proposal.

The Independent Board Committee, which comprises all the independent non-executive Directors, namely Ms. Chan Oi Chong, Mr. Leung Yiu Man and Mr. Ho Pak Chuen Brian, and the non-executive Director, namely Ms. Wu Yan Yee, has been established by the Board to make a recommendation to the Disinterested Shareholders as to whether the Proposal and the Scheme are or are not fair and reasonable, and as to voting by the Disinterested Shareholders at the Court Meeting and the EGM.

Veda Capital has been appointed by the Board as the Independent Financial Adviser to advise the Independent Board Committee in connection with the terms of the Proposal and the Scheme. The appointment of Veda Capital has been approved by the Independent Board Committee.

9. REASONS FOR AND BENEFITS OF THE PROPOSAL

The Proposal allows an exit for the Scheme Shareholders at a premium to the current market price. Notwithstanding that the Cancellation Price represents a discount of approximately 41.2% to the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day and a discount of approximately 47.4% to the closing price of the Shares as quoted on the Stock Exchange on the Latest Practicable Date, the Proposal allows the Scheme Shareholders to receive the Special Dividend on top of the Cancellation Price, adding up to the Total Price which represents a premium of approximately 17.6% to the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day and a premium of approximately 5.3% to the closing price of the Shares as quoted on the Stock Exchange on the Latest Practicable Date. While the Group continues to leverage its professionalism and extensive experience in the financial services industry and maintain long term growth and development in each of its diverse business segments including broking, securities margin financing, money lending, corporate finance, asset management, financial instruments investments, property investments and auction business, the anticipated returns of the Group's investment and business operations may not satisfy the different investment needs of the Scheme Shareholders who have different investment horizons and targets. The current geopolitical tensions and challenging business and investment environment also weigh on future growth opportunities of the Group which may eventually cast uncertainties on dividend distribution and investment returns. The Proposal would allow Scheme Shareholders the opportunity and the choice to fully liquidate their investment in the Company with a premium. Through this Proposal, Scheme Shareholders can monetise their investments for cash and redeploy the consideration received under the Proposal into other investment opportunities. The intention of the Offeror is to ensure that all minority shareholders are well-informed to make decisions that best suit their financial goals.

Moreover, the trading liquidity of the Shares has been low. The average daily trading volume of the Shares for each full calendar month before the Latest Practicable Date ranged from the lowest amount of approximately 90,377 Shares in April to the highest amount of approximately 796,562 Shares in July, representing only approximately 0.0302%, and 0.2666%, respectively of the 298,778,970 Shares held by the Scheme Shareholders as at the Latest Practicable Date. The low trading liquidity of the Shares could make it difficult for the Scheme Shareholders to execute substantial on-market disposals without adversely affecting the price of the Shares. The Proposal represents an immediate opportunity for the Scheme Shareholders to monetise their investments for cash.

The low liquidity in the trading of the Shares has also affected the Company's ability to raise funds from the equity market. The Company has not conducted any equity fund raising activities since 2018, indicating that its current listing status has not served as an effective fund-raising platform to support the Company's business development and future growth. The Proposal, which entails the delisting of the Company, is also expected to reduce the administrative costs and management resources associated with maintaining the Company's listing status and compliance with regulatory requirements.

10. INTENTION OF THE OFFEROR WITH REGARD TO THE COMPANY

Following the implementation of the Proposal, the Offeror intends that the Group will continue to carry on its business, including broking, securities margin financing, money lending, corporate finance, asset management, financial instruments investments, property investments and auction business.

The Offeror has no intention to have the Shares listed in other stock markets or to make major changes to the business of the Group and the employment of the employees of the Group, save for those changes which the Offeror may from time to time implement following the review of its strategy relating the business, structure and/or direction of the Group.

The Board notes the Offeror's intention and is willing to cooperate with the Offeror as regards its intention.

11. INFORMATION ON THE OFFEROR AND THE OFFEROR CONCERT PARTIES

The Offeror is a company incorporated in the BVI with limited liability which is wholly owned by Mr. Hung Hon Man. Mr. Hung Hon Man is the chairman of the Board, an executive Director 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 Hon Man is also responsible for overseeing the money lending and credit operation, property development and investment of the Group. He possesses over 31 years of experience in the securities and real estate industries in Hong Kong and Taiwan.

12. INFORMATION ON THE GROUP

The Company is an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 64). The Company is principally engaged in investment holding. The Group is principally engaged in broking, securities margin financing, money lending, corporate finance, asset management, financial instruments investments, property investments and auction business.

Financial information

Your attention is drawn to Financial Information of the Group and the General Information as set out in Appendix I and Appendix II, respectively, to this Scheme Document.

13. ACTIONS TO BE TAKEN

Your attention is drawn to the sections headed "12. ACTIONS TO BE TAKEN" in the Explanatory Memorandum set out in Part VI of this Scheme Document for details of the actions you should take as a Shareholder, as a Beneficial Owner whose Shares are held by a Registered Owner, or as a Beneficial Owner whose Shares are deposited in CCASS.

14. WITHDRAWAL OF LISTING OF SHARES

Upon the Scheme becoming effective, all the Scheme Shares will be cancelled. Share certificates for the Shares held by the Scheme Shareholders will thereafter cease to have effect as documents or evidence of title. The Company intends not to retain its listing on the Stock Exchange and will make an application for the listing of the Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, subject to the Scheme becoming effective, such withdrawal to take place immediately following the Effective Date. If the Court Meeting and/or the EGM is adjourned in accordance with the articles of association of the Company due to the effect of severe weather, the Scheme Shareholders will be notified by way of an announcement of the exact dates of the adjourned Court Meeting and EGM, the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange will become effective.

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive. The Offeror has no intention to seek such consent.

15. OVERSEAS SCHEME SHAREHOLDERS

The making and implementation of the Proposal to the Scheme Shareholders who are not residents in Hong Kong may be affected by the applicable laws of the relevant jurisdictions. Any Scheme Shareholders who are not residents in Hong Kong should inform themselves about and observe any applicable requirements in their own jurisdictions.

It is the responsibility of any overseas Scheme Shareholders wishing to take any action in relation to the Proposal to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with the necessary formalities and the payment of any issue, transfer or other taxes due from such overseas Scheme Shareholders in such jurisdiction.

Any acceptance by the overseas Scheme Shareholders will be deemed to constitute a representation and warranty from such persons to the Offeror and the Company and their respective advisers, including Messis Capital, the financial adviser to the Offeror in relation to the Proposal, that those laws and regulatory requirements have been complied with.

In the event that the receipt of the Scheme Document by overseas Scheme Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Offeror or the Company regard as unduly onerous or burdensome (or otherwise not in the best interests of the Offeror or the Company or their respective shareholders), the Scheme Document may not be despatched to such overseas Scheme Shareholders. As at the Latest Practicable Date, there was one overseas Scheme Shareholder whose address as shown in the register of members of the Company was in Macau. The Directors had been advised by the local counsel in Macau that there is no restriction under the respective laws or regulations of such jurisdiction against extending the Scheme automatically or despatching this Scheme Document to such overseas Shareholder. The Scheme will be extended and this Scheme Document will be despatched to such overseas Shareholder in Macau. Accordingly, the Company will not apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code.

16. TAXATION AND INDEPENDENT ADVICE

Your attention is drawn to the section headed “15. TAXATION AND INDEPENDENT ADVICE” in the Explanatory Memorandum set out in Part VI of this Scheme Document.

17. GENERAL

The Offeror, the Offeror Concert Parties and Mr. Hung Hon Man confirm that, as at the Latest Practicable Date:

- (a) the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man have not received any irrevocable commitment to vote for or against the Scheme;
- (b) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man;
- (c) there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the Shares or the shares of the Offeror between the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man and any other person which may be material to the Proposal (as referred to in Note 8 to Rule 22 of the Takeovers Code);
- (d) save as disclosed in the section headed “5. Shareholding Structure of the Company” in the Explanatory Memorandum set out in Part VI of this Scheme Document, none of the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man owns or has control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives of the Company;
- (e) none of the Offeror, the Offeror Concert Parties and Mr. Hung Hon Man has dealt in any Shares, options, derivatives, warrants or other securities convertible into Shares during the Relevant Period and up to and including the Latest Practicable Date;

- (f) there is no agreement or arrangement to which the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Proposal;
- (g) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man have borrowed or lent; and
- (h) save for the Cancellation Price to be paid by the Offeror and the Special Dividend to be paid by the Company, no consideration, compensation or benefit in whatever form is or will be provided by the Offeror, the Offeror Concert Parties or Mr. Hung Hon Man to any of the Scheme Shareholders or any persons acting in concert with them in connection with the Proposal.

The Board and the Offeror, the Offeror Concert Parties and Mr. Hung Hon Man confirm that, as at the date of this Scheme Document, other than the Proposal and the Scheme, there is no understanding, agreements, arrangement or special deal between (a) any Shareholder and (b)(i) the Company, its subsidiaries or associated companies or (b)(ii) the Offeror, the Offeror Concert Parties and/or Mr. Hung Hon Man.

18. RECOMMENDATIONS

The Independent Board Committee, which comprises all the independent non-executive Directors, namely Ms. Chan Oi Chong, Mr. Leung Yiu Man and Mr. Ho Pak Chuen Brian, and the non-executive Director, namely Ms. Wu Yan Yee, has been established by the Board to make a recommendation to the Disinterested Shareholders as to whether the Proposal and the Scheme are or are not fair and reasonable, and as to voting by the Disinterested Shareholders at the Court Meeting and the EGM.

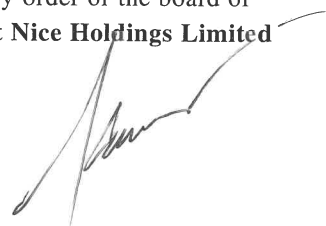
Your attention is drawn to the recommendations of the Independent Board Committee in respect of the Proposal and the Scheme as set out in the “Letter from the Independent Board Committee” in Part IV of this Scheme Document.

Your attention is drawn to the recommendations of the Independent Financial Adviser in respect of the Proposal and the Scheme as set out in the “Letter from the Independent Financial Adviser” in Part V of this Scheme Document.

19. FURTHER INFORMATION

You are urged to read the whole of this Scheme Document, in particular (i) the “Letter from the Independent Board Committee” set out in Part IV of this Scheme Document; (ii) the “Letter from the Independent Financial Adviser” set out in Part V of this Scheme Document; (iii) the Explanatory Memorandum set out in Part VI of this Scheme Document; and (iv) the appendices to this Scheme Document. In addition, a **Pink** form of proxy in respect of the Court Meeting a **White** form of proxy in respect of the EGM are enclosed with this Scheme Document.

Yours faithfully,
By order of the board of
Get Nice Holdings Limited



Kam, Eddie Shing Cheuk
Executive Director
and
Chief Executive Officer