



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Get Nice Holdings Limited (“Company”) will be held at 20/F, Euro Trade Centre, 13-14 Connaught Road, Central, Hong Kong on 5th September, 2002 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited proforma combined financial statements and the reports of the directors and of the auditors of the Company for the year ended 31st March, 2002.
2. To declare a final dividend for the year ended 31st March, 2002.
3. To re-elect the retiring Directors and to authorize the board of Directors to fix the Directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditors and to authorize the board of Directors to fix their remuneration.

As Special Business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions.

ORDINARY RESOLUTIONS

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

“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company in force from time to time, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and amended) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
 - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”
- B. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors (“Directors”) of Get Nice Holdings Limited (“Company”) during the Relevant Period (as defined in paragraph (d) below), of all the powers of the Company to allot, issue and deal with any unissued shares (“Shares”) of HK\$0.10 each in the capital of the Company and to make an offer or agreement or grant an option, including warrants to subscribe for Shares, which would or might require such Shares to be allotted and issued be and is hereby generally and unconditionally approved;



Notice of Annual General Meeting (continued)

- (b) the Directors be authorized to make an offer or agreement or grant an option during the Relevant Period which would or might require shares in the capital of the Company to be allotted and issued either during or after the end of the Relevant Period pursuant to (a) above;
- (c) the aggregate nominal value of the shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the respective approval and authorization referred to in paragraphs (a) and (b) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to the exercise of options under the share option scheme or an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, or any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares or a specific authority granted by the Company's shareholders in general meeting, shall not exceed (i) 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution approving the mandate to issue shares and (ii) the aggregate nominal amount of the share capital of the Company that may have been repurchased pursuant to resolution 5A; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company in force from time to time, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

- C. “**THAT** subject to the passing of Resolutions 5A and 5B above, the authority of the Directors pursuant to Resolution 5B, be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted under Resolution 5A.”

By Order of the Board
Hung Sui Kwan
Company Secretary

Hong Kong, 25th July, 2002



Notice of Annual General Meeting (continued)

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Branch Share Registrars, Secretaries Limited, at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting (as the case may be).
2. The register of members of the Company will be closed from 2nd September, 2002 to 5th September, 2002, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed dividend and be eligible to attend and vote at the Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars, Secretaries Limited, at 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 4:00 p.m. on 30th August, 2002.
3. With regard to Resolutions 5A, 5B and 5C above, the Directors do not have immediate plans to issue any new shares or repurchase any existing shares other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company. Approval is being sought from members of the Company for general mandates pursuant to the laws of Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").
4. With regard to Resolution 5A, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules will be set out in the circular referred to in note 5 below.
5. A circular containing further information concerning Resolutions 5A, 5B and 5C will be sent to shareholders together with the Company's Annual Report for the year ended 31st March, 2002.