

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 10/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on 11 August 2011 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2011.
2. To declare a final dividend for the year ended 31 March 2011.
3. To re-elect the retiring Directors, namely Mr. Hung Sui Kwan, Mr. Lung Hon Lui, Mr. Chiang Chun Yi, Mr. Shum Kin Wai Frankie and Dr. Li Sau Hung Eddy and to authorize the board of directors to fix the directors’ remuneration.
4. To re-elect Mr. Liu Chun Ning Wilfred who has already served the Company for more than nine years as an independent non-executive Director and to authorize the board of directors to fix the remuneration of Mr. Liu Chun Ning Wilfred.
5. To re-appoint Deloitte Touche Tohmatsu as the Company’s 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 or (as the case may be) special resolutions:

ORDINARY RESOLUTIONS

6A. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) 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 recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands 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 the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; 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 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.”

6B. **“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 of the Company (“Directors”) 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;
- (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 of this resolution approving the mandate to issue shares and (ii) the aggregate nominal amount of the share capital of the Company subsequent to the passing of this resolution that may have been repurchased pursuant to resolution 6A; 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; 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.”

“Right 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.”

- 6C. “**THAT** subject to the passing of resolutions 6A and 6B above, the authority of the directors of the Company pursuant to Resolution 6B, 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 6A.”

SPECIAL RESOLUTION

7. “**THAT** the following words be and are hereby added immediately after the existing Article 154 of the Articles of Association of the Company:

“The Directors may in making such recommendation take into account the capital requirements of the Company and its subsidiaries and other factors as the Board may deem relevant. The amount of dividends to be recommended by the Directors for each financial year shall not be less than 10% of the distributable profits of the Company for such financial year, after deducting from the distributable profits for such year such amounts as the Directors may deem fit for capital requirements of the Company and its subsidiaries, allowances for tax expenses, recovery of deficits from prior financial year (if any) and such reserve(s) as the Directors may think fit, and not less than 50% of such dividends (if any) shall be payable in cash.””

By Order of the Board
Kam Leung Ming
Company Secretary

Hong Kong, 12 July 2011

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 notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, 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 17 August 2011 to 19 August 2011 (both dates inclusive), during such period no transfer of Shares will be effected. In order to qualify for the proposed dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 August 2011.
3. As at the date of this notice, the executive directors are Mr. Hung Hon Man (Chairman), Mr. Cham Wai Ho Anthony, Mr. Shum Kin Wai Frankie, Mr. Hung Sui Kwan, Mr. Lung Hon Lui and Mr. Chiang Chun Yi. The independent non-executive Directors are Mr. Liu Chun Ning Wilfred, Dr. Li Sau Hung Eddy, Mr. Man Kong Yui and Mr. Kwong Chi Kit Victor.