
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 stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Get Nice Financial Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



GET NICE FINANCIAL GROUP LIMITED

結好金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1469)

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 Financial Group Limited (the “Company”) to be held at 10/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Monday, 24 August 2020 at 10:30 a.m. is set out on pages 12 to 15 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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.

IMPORTANT NOTES

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending Shareholders, staff and stakeholders from the risk of infection:

- compulsory body temperature checks, hand sterilisation and health declaration
- recommended wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

The Company reminds Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. General Mandates to repurchase and issue Shares	4
3. Re-election of retiring Directors	4
4. Annual General Meeting	5
5. Closure of register of members	5
6. Proxy arrangement	6
7. Voting by way of poll	6
8. Responsibility statement	6
9. Recommendation	6
 Appendix I – Explanatory Statement	 7
 Appendix II – Information on Retiring Directors	 10
 Notice of Annual General Meeting	 12

DEFINITIONS

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 10/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Monday, 24 August 2020 at 10:30 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 Financial Group Limited (結好金融集團有限公司), 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: 1469)
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the issue mandate to be granted to the Board at the Annual General Meeting to allot, issue and deal with new Shares not exceeding 20% of the total number of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“GN Holdings”	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: 00064). GN Holdings is the immediate shareholder and directly holds approximately 72.99% of the issued share capital of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	17 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Committee”	has the meaning ascribed to such term in 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 mandate granted by the Shareholders to the Directors authorizing the Company to repurchase Shares not exceeding 10% of the total number of the issued share capital of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Cap.571) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 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 Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



GET NICE FINANCIAL GROUP LIMITED

結好金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1469)

Executive Directors:

Shum Kin Wai, Frankie (*Managing Director*)

Hung Sui Kwan (*Chief Executive Officer*)

Non-executive Director:

Hung Hon Man (*Chairman*)

Independent Non-executive Directors:

Ng Yau Kuen, Carmen

Chan Ka Kit

Cheung Chi Kong, Ronald

Registered Office:

Second Floor

Century Yard

Cricket Square

P.O. Box 902

Grand Cayman KY1-1103

Cayman Islands

Principal place of business

in Hong Kong:

10th Floor

Cosco Tower

Grand Millennium Plaza

183 Queen's Road Central

Hong Kong

22 July 2020

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

LETTER FROM THE BOARD

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 up to 10% of the total number of the issued share capital of the Company 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 new Shares not exceeding 20% of the total number of the issued share capital of the Company 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) if the Repurchase Mandate is granted, to grant the Directors the general mandate to add to the General Mandate any Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$25,000,000 comprising 2,500,000,000 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 500,000,000 Shares, representing not more than 20% of the issued share capital of the Company during the period in which the General Mandate remains in force.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$25,000,000 comprising 2,500,000,000 fully paid Shares. Assuming that there is no change in the issued share capital 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 250,000,000 Shares, representing 10% of the total number of issued shares of the Company as at the Latest Practicable Date.

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 market conditions and funding arrangements at the 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.

An explanatory statement on the Repurchase Mandate is set out in the Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six Directors, of which two are executive Directors, namely Mr. Shum Kin Wai, Frankie (*Managing Director*), and Mr. Hung Sui Kwan (*Chief Executive Officer*); one is a non-executive Director, Mr. Hung Hon Man (*Chairman*) and three are independent non-executive Directors, namely Ms. Ng Yau Kuen, Carmen, Mr. Chan Ka Kit and Mr. Cheung Chi Kong, Ronald.

LETTER FROM THE BOARD

In accordance with Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Accordingly, Ms. Ng Yau Kuen, Carmen and Mr. Cheung Chi Kong, Ronald will retire as independent non-executive Directors, by rotation at the Annual General Meeting and they, being eligible, offer themselves for re-election at the Annual General Meeting.

Information of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

4. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 12 to 15 of this circular.

To the best of the Director's knowledge, information and belief, 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 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 Wednesday, 19 August 2020 to Monday, 24 August 2020, (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 qualify 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 18 August 2020.

The register of members of the Company will be closed from Monday, 31 August 2020 to Tuesday, 1 September 2020, (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to the proposed final dividend upon passing of relevant resolution. No transfer of the Shares may be registered during this period. In order to qualify 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 28 August 2020.

LETTER FROM THE BOARD

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 2020 which has been despatched together with this circular. To be valid, the form of proxy must be completed 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, 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. 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 are of the opinion that the grant of the General Mandate and the Repurchase Mandate and the re-election of Directors referred to in this circular, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

In response to the current situation of the novel coronavirus infection in Hong Kong, Shareholders are strongly encouraged to consider appointing Chairman of the Annual General Meeting as their proxy to vote on the resolutions set out in the notice of Annual General Meeting for them to reduce the risk of contracting the novel coronavirus at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Get Nice Financial Group 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 issued share capital of the Company comprised 2,500,000,000 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 250,000,000 fully paid-up Shares representing not more than 10% of the total number of issued share capital of the Company as at the date of passing of such Ordinary Resolution.

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 with the position as at 31 March 2020, 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 market conditions and funding arrangements at the 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 prices per Share traded on the Stock Exchange were as follows:

Month	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
July 2019	0.94	0.90
August 2019	0.95	0.82
September 2019	0.90	0.82
October 2019	0.84	0.76
November 2019	0.80	0.76
December 2019	0.84	0.76
January 2020	0.85	0.73
February 2020	0.78	0.71
March 2020	0.74	0.64
April 2020	0.67	0.62
May 2020	0.80	0.60
June 2020	0.66	0.60
July 2020 (up to the Latest Practicable Date)	0.79	0.62

VI. UNDERTAKING

The Directors have undertaken to the Stock Exchange 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.

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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), 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 and 32 of the Takeovers Code.

As at Latest Practicable Date, to the best of the knowledge and belief of the Directors, GN Holdings was directly interested in 1,824,690,171 Shares, representing 72.99% of the total issued Shares. Mr. Hung Hon Man, the chairman and non-executive Director, through his wholly-owned company, Honeylink Agents Limited, held approximately 2.01% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting and assuming no further Shares are issued by the Company, the shareholdings of GN Holdings and Mr. Hung Hon Man in the Company would be increased to approximately 81.10% and 2.24% respectively. The Directors believe that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase and no disposal of any of Shares held by GN Holdings or Mr. Hung Hon Man, an exercise of the Repurchase Mandate whether in whole or in part will result in less than 25% of the Shares being held by the public. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than 25%.

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.

Ms. Ng Yau Kuen, Carmen, aged 44, was appointed as an independent non-executive Director on 16 March 2016. She is also the chairman of the remuneration, nomination and audit committees. Ms. Ng had worked at PricewaterhouseCoopers Hong Kong for 14 years in the Financial Services Assurance Department. Since leaving PricewaterhouseCoopers, she has been a certified public accountant (Practising). Ms. Ng holds a bachelor's degree of business administration from the Chinese University of Hong Kong; and a master's degree of business administration and a master's degree of laws in corporate and financial law from the Hong Kong University of Science and Technology and the University of Hong Kong, respectively. Ms. Ng is currently a fellow member of the Hong Kong Institute of Certified Public Accountants. She is also an independent non-executive director of Simplicity Holding Limited (stock code: 8367) and KOALA Financial Group Limited (stock code: 8226). All of the above companies are listed on the GEM of the Stock Exchange in Hong Kong. She is also an independent non-executive director of IEV Holdings Limited, a company listed on the Singapore Exchange.

Ms. Ng entered into a service contract with the Company for a fixed term of three years commencing from 7 April 2020. She is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. She receives a monthly director's fee of HK\$10,000 which was determined by the Board from time to time with reference to her duties and responsibilities with the Company and the prevailing market conditions.

Ms. Ng has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, Ms. Ng 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, Ms. Ng did not have any interest in the Shares and/or option of the Company within the meaning of Part XV of the SFO.

Ms. Ng has given a confirmation of her independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board has reviewed and assessed the independence of Ms. Ng in accordance with each factor set out in Rule 3.13(1) to (8) of the Listing Rules and the Board considers Ms. Ng to be independent.

Save as disclosed above, there are no other matters concerning Ms. Ng 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. Cheung Chi Kong, Ronald, aged 46, was appointed as an independent non-executive Director on 16 March 2016. He has been involved in the financial and securities industries for over 20 years and has extensive experience working in mutual funds, securities brokerage and insurance brokerage financial services business with financial institutions in Hong Kong. Mr. Cheung is currently a chief executive of PC International (HK) Limited and responsible officer of PC Securities Limited. He holds a bachelor's degree in mathematics from the University of Waterloo.

Mr. Cheung entered into a service contract with the Company for a fixed term of three years commencing from 7 April 2020. He is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. He receives a monthly director's fee of HK\$10,000 which was determined by the Board from time to time with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Mr. Cheung has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Cheung 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. Cheung did not have any interest in the Shares and/or option of the Company within the meaning of Part XV of the SFO.

Mr. Cheung has given a confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board has reviewed and assessed the independence of Mr. Cheung in accordance with each factor set out in Rule 3.13(1) to (8) of the Listing Rules and the Board considers Mr. Cheung to be independent.

Save as disclosed above, there are no other matters concerning Mr. Cheung 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.

NOTICE OF ANNUAL GENERAL MEETING



GET NICE FINANCIAL GROUP LIMITED

結好金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1469)

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTES

In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- compulsory body temperature checks, hand sterilisation and health declaration
- recommended wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Get Nice Financial Group Limited (the “Company”) will be held at 10/F., Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Monday, 24 August 2020 at 10:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2020.
2. To declare a final dividend for the year ended 31 March 2020.
3. (A) To re-elect the following retiring directors of the Company (each as a separate resolution):
 - (i) Ms. Ng Yau Kuen, Carmen as an independent non-executive director; and
 - (ii) Mr. Cheung Chi Kong, Ronald as an independent non-executive director.

NOTICE OF ANNUAL GENERAL MEETING

- (B) To authorize the board of directors to fix the remuneration of the directors of the Company.
- 4. To re-appoint Mazars CPA Limited as the Company's auditors and to authorize the board of directors to fix their remuneration.

SPECIAL BUSINESS

- 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 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.”

NOTICE OF ANNUAL 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 share capital 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.”

NOTICE OF ANNUAL GENERAL MEETING

C. **“THAT**

subject to the passing of resolutions 5A and 5B above, the authority of the directors of the Company 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
Get Nice Financial Group Limited
Ko Yat Fei
Company Secretary

Hong Kong, 22 July 2020

Registered Office:
Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman KY1-1103
Cayman Islands

Principal place of business in Hong Kong:
10th Floor
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 notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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 Wednesday, 19 August 2020 to Monday, 24 August 2020, both dates inclusive, during which period no transfer of shares of the Company (“Share”) 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 18 August 2020.
 - (ii) from Monday, 31 August 2020 to Tuesday, 1 September 2020, both dates inclusive, during which period no transfer of Shares will be affected. 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 Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 28 August 2020.
3. As at the date hereof, the executive directors of the Company are Mr. Shum Kin Wai, Frankie (Managing Director) and Mr. Hung Sui Kwan (Chief Executive Officer). The non-executive director of the Company is Mr. Hung Hon Man (Chairman). The independent non-executive directors of the Company are Ms. Ng Yau Kuen, Carmen, Mr. Chan Ka Kit, and Mr. Cheung Chi Kong, Ronald.