



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)

10 February 2025

To the Scheme Shareholders and the Disinterested Shareholders

Dear Sir or Madam,

- (I) PROPOSED GROUP REORGANISATION OF GNF BY GNH INVOLVING A SHARE EXCHANGE OFFER TO THE SCHEME SHAREHOLDERS FOR THE CANCELLATION AND EXTINGUISHMENT OF ALL THE SCHEME SHARES BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS;**
- (II) PROPOSED DECLARATION OF SCHEME DIVIDEND; AND**
- (III) PROPOSED WITHDRAWAL OF LISTING OF THE GNF SHARES**

We refer to this scheme document dated 10 February 2025 jointly issued by GNH and GNF in relation to the Proposal and the Scheme (the “**Scheme Document**”), of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meanings as given to them in this Scheme Document.

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

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

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

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

Accordingly, we recommend:

- (i) the Scheme Shareholders and the Disinterested Shareholders to vote **IN FAVOUR OF** the resolution to approve the Scheme at the Court Meeting; and
- (ii) the Scheme Shareholders and the Disinterested Shareholders to vote **IN FAVOUR OF** (i) the special resolution at the GNF EGM to approve and give effect to the reduction of the issued share capital of GNF by cancelling the Scheme Shares; and (ii) the ordinary resolution at the GNF EGM to approve, among other things, the increase of the issued share capital of GNF immediately following the cancellation of the Scheme Shares to the amount prior to the cancellation of the Scheme Shares by issuing to GNH such number of new GNF Shares as is equal to the number of Scheme Shares cancelled.

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



Mr. Cheung Chi Kong Ronald
Independent
Non-executive Director



Mr. Chan Ka Kit
Independent
Non-executive Director



Ms. Ng Yau Kuen Carmen
Independent
Non-executive Director