



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 10 OF 2025 (JAJ)

**IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (AS
REVISED)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 2023 (AS
REVISED)**

**AND IN THE MATTER OF GET NICE FINANCIAL GROUP LIMITED 結好金融集團有限
公司**

PETITION

To: The Grand Court of the Cayman Islands

**THE HUMBLE PETITION OF GET NICE FINANCIAL GROUP LIMITED 結好金融集團
有限公司**, whose registered office is at Vistra (Cayman) Limited, P.O. Box 31119 Grand
Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman
Islands shows the following:

Object of the Petition

1. The object of this Petition is to seek the sanction of the Court, pursuant to section 86 of the Companies Act (As Revised) (the "**Companies Act**"), to a proposed

scheme of arrangement (the “**Scheme**”) between the petitioner, Get Nice Financial Group Limited 結好金融集團有限公司 (the “**Company**”) and the Scheme Shareholders (as defined in the composite scheme document) (the “**Scheme Document**”), a draft of which is attached as Exhibit “HSK-1” to the First Affirmation of Hung Sui Kwan affirmed on 16 January 2025.

The Company

2. The Company was incorporated under the name “Get Nice Financial Group Limited 結好金融集團有限公司” on 31 August 2015 under the Companies Act as an exempted company with registration number 303420.
3. The registered office of the Company is situated at the offices of Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands and the principal place of business of the Company is at Ground Floor to 3rd Floor Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong.
4. The objects for which the Company was established are unrestricted and except as prohibited or limited by the laws of the Cayman Islands, the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in any part of the world whether as principal, agent, contractor or otherwise.
5. As at the date of this Petition, the Company has an authorised share capital of HK\$100,000,000 consisting of 10,000,000,000 shares of HK\$0.01 each (the “**Shares**”), of which 2,500,000,000 have been issued and fully paid-up or credited as fully paid-up and the remainder are unissued.

6. The Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
7. On 15 January 2025, being the latest practicable date before the date of this Petition, the major shareholders of the Company (the “**Shareholders**”) were as follows:-

Shareholders	As at 15 January 2025	
	No. of Shares	Approximate percentage of the issued share capital of GNF (Note 1)
Get Nice Holdings Limited (“GNH”) (Notes 2&3)	1,824,690,171	72.99
Scheme Shareholders (Note 2)	675,309,829	27.01
Total number of Shares	2,500,000,000	100.00

Notes:

- (1) All percentages in the above table are approximations.
- (2) Under the Scheme, the issued share capital of the Company will, on the Scheme Effective Date (as defined in the Scheme Document), be reduced by cancelling the Scheme Shares (as defined in the Scheme Document). On the assumption that there is no other change in the shareholding of the Company immediately before the Scheme becoming effective, upon the aforementioned capital reduction, the issued share capital of the Company will be increased to its former amount by the issuance to GNH, credited as fully paid, of the aggregate number of Shares as is equal to the number of Scheme Shares cancelled. The reserve created in the Company’s books of account as a result of any capital reduction will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to GNH.
- (3) GNH is the holder of 1,824,690,171 Shares and is held as to approximately 66.11% by Honeylink Agents Limited, which in turn is wholly-owned by Mr. Hung Hon Man. As such, Mr. Hung Hon Man is deemed to be interested in the Shares held by each of GNH and Honeylink Agents Limited by virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save for Shares in which Mr. Hung Hon Man is indirectly interested, no other directors of the Company or GNH hold any Shares as at 15 January 2025.

The Offeror

8. The Offeror is Get Nice Holdings Limited (“**GNH**”), an investment holding company incorporated in the Cayman Islands with limited liability on 23 January 2001. Its registered office is at Vistra (Cayman) Limited, P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.
9. GNH will undertake to be bound by the terms of the Scheme.

The Scheme

10. The purpose of the Scheme is to privatise the Company and de-list the Company from the Stock Exchange so that GNH will directly hold 100% of the issued shares of the Company.
11. The Scheme involves:
 - (a) the cancellation of all Scheme Shares in return for 4 new ordinary shares of HK\$0.1 each in the share capital of GNH to be issued for every Scheme Share cancelled (the “**Scheme Consideration**”) and a special dividend of HK\$0.50 per Scheme Share to be declared by the Company (the “**Scheme Dividend**”, together with the Scheme Consideration, the “**Total Consideration**”). The Scheme Dividend of HK\$0.50 per Scheme Share is a special dividend to be declared and paid out of the distributable reserves of the Company, which is distinctive to and not part of the Scheme Consideration that would be payable by GNH;
 - (b) the issued share capital of the Company being maintained at the same amount as immediately before the Scheme by the issue to GNH,

simultaneously with the cancellation and extinguishment of the Scheme Shares, of an aggregate number of new Shares which is equal to the number of Scheme Shares cancelled; and

- (c) the Company applying the reserve created by the cancellation and extinguishment of the Scheme Shares to simultaneously restore the issued share capital of the Company by the allotment and issue of an equal number of Shares (credited as fully paid) to GNH.

12. The Scheme provides the Scheme Shareholders with an attractive opportunity to [retain an equity exposure to and participate in the ownership in GNH, and together with the Scheme Dividend, the Scheme Shareholders can largely retain the value of their investments in both market and net asset value]. The Total Consideration is fully explained in the Scheme Document together with the recommendation to the Company's Independent Board Committee (as defined in the Scheme Document) from the Independent Financial Adviser (as defined in the Scheme Document) and the recommendation to the Scheme Shareholders from the Company's Independent Board Committee.
13. After careful consideration, the board of directors of the Company (with the interested directors abstaining) has determined that the Scheme is in the best interests of the Company.
14. Under the Takeovers Code, unless permitted by the Securities and Futures Commission of Hong Kong, Scheme Shareholders who are acting in concert with the offeror in relation to the implementation of the Scheme may not be counted for the purposes of satisfying the voting requirements of Rule 2.10 of the Takeovers Code but may be counted for the purposes of satisfying the voting requirements of section 86 of the Companies Act.

15. The Company intends to make an application for directions, declarations and orders that, amongst other things:
- (a) all Scheme Shareholders form one class for the purpose of approving the Scheme and are identified as one class in the Scheme Document;
 - (b) the Company be at liberty to convene a meeting of the Scheme Shareholders (the “**Court Meeting**”) for the purpose of considering and, if thought fit, approving the Scheme (with or without modification);
 - (c) directions as to the mode of delivery of the Scheme Document (including an explanatory memorandum) together with a proxy form to the Scheme Shareholders; and
 - (d) the appointment of a chairman of the Court Meeting and for the conduct of the Court Meeting generally.

16. The Company proposes to convene the Court Meeting at which the following resolution (with such amendments as may be approved at the Court Meeting) will be considered:

*“THAT a scheme of arrangement (the “**Scheme of Arrangement**”) dated [10 February] 2025 between the Company and the Scheme Shareholders (as defined in Scheme) in the form of the print thereof which has been produced to the meeting and, for the purpose of identification signed by the chairman of the meeting, or in such other form and on such terms and conditions or may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved.”*

17. Each of the capitalised terms referred to in the resolution above are defined in the Scheme Document exhibited as Exhibit “[●]-1” to the first affirmation of [●] which will be sent to all Scheme Shareholders (with the possible exception of overseas Shareholders (as explained in the Scheme Document)).

Effect of the Scheme on issued share capital

18. Article 14 of the second amended and restated articles of association of the Company provides as follows:

“The Company may by Special Resolution reduce its share capital or undistributable reserve in any manner authorised, and subject to any conditions prescribed, by law.”

19. Whilst the issued share capital of the Company will remain the same pre and post the Scheme, as a precautionary measure the Company intends to hold an extraordinary general meeting immediately after the Court Meeting to submit a special resolution (set out below) to approve any reduction of capital associated with the Scheme and an ordinary resolution (set out below) to authorise the simultaneous issue of new Shares, equal in number to the Scheme Shares cancelled, credited as fully paid to GNH, so that there is no change in the issued the share capital of the Company after the implementation of the Scheme.

SPECIAL RESOLUTION

1. **“THAT:**

- (a) for the purpose of giving effect to the Scheme (with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court) between GNF and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme

Shareholders at the Court Meeting, on the Scheme Effective Date, any reduction of the issued share capital of GNF associated with the cancellation and extinguishment of the Scheme Shares be and is hereby approved;

- (b) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares, (i) the issued share capital of GNF shall be restored to its former number by the issuance to GNH such number of new GNF Shares, credited as fully paid, as is equal to the number of Scheme Shares cancelled and extinguished; (ii) GNF shall apply the reserve created in the books of account of GNF as a result of the cancellation of the Scheme Shares in paying up in full at par such new GNF Shares; and (iii) the directors of GNF be and are hereby authorised to allot and issue the new GNF Shares accordingly; and
- (c) any one director of GNF be and is hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by him to be necessary or desirable for or in connection with the implementation and completion of the Proposal and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for withdrawal of the listing of the GNF Shares from the Main Board of the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of issued share capital of GNF referred to above; (iii) the allotment and issue of the new GNF Shares to GNH referred to above; and (iv) the giving, on behalf of GNF, of consent to any modification of, or addition to, the Scheme, which the Court may see fit to impose and to do all other acts and things and/or sign such documents considered by him to be necessary for or desirable in connection with the implementation of the Proposal and the Scheme and in relation to the proposed privatisation of GNF by GNH by way of the Scheme as a whole.”

ORDINARY RESOLUTION

2. **“THAT** conditional upon the special resolution (1) above being passed:
 - (a) subject to the Scheme being approved and becoming effective in accordance with its terms and conditions, the special dividend of HK\$0.50 per GNF Share (the “Scheme Dividend”) be and is hereby declared by GNF and approved to be paid to the GNF Shareholders whose names appear on the register of members of GNF on the Scheme Record Time on the terms as contained in the Scheme Document; and
 - (b) any one of the directors of GNF be and is hereby authorised to do all such acts and things and to take such steps as considered to be necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Scheme Dividend.”
20. The Scheme will not involve any diminution of liability in respect of any unpaid share capital or the payment to any member of the Company of any paid up capital or other monies by the Company or alteration of the underlying assets, business operations, management or financial position of the Company and will have no effect on the creditors of the Company. The Company will continue to be able to pay its debts as they fall due in the ordinary course of business.
21. The Company therefore humbly prays as follows:
 - (a) That the Scheme to be approved at the Court Meeting to be convened at the direction of this Honourable Court may be sanctioned by this Honourable Court.
 - (b) That the preparation of a list of creditors be dispensed with and an enquiry as to creditors is not necessary.

- (c) That, to this end, all necessary inquiries and directions may be made and given.
- (d) That such further or other order be made as the Court shall see fit.

Dated this 16th day of January 2025

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for the Petitioner herein

Time Estimate: 30 minutes

NOTE: It is intended to serve this Petition on Get Nice Financial Group Limited 結好金融集團有限公司 at its registered office located at Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands .

This Petition is presented by Conyers Dill & Pearman LLP, for and on behalf of the Petitioner, of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.

Notice of Hearing

This Petition, having been presented to the Court on the 16th day January 2025 of 2025, will be heard at the Law Courts, George Town, Grand Cayman on the 20th day of March 2025 at 10:30 a.m. or as soon thereafter as the Petition can be heard.