IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2026 ( )

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2026 REVISION)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES (2023 REVISION)

AND IN THE MATTER OF GET NICE HOLDINGS LIMITED 結好控股有限公司

PETITION

To: The Grand Court of the Cayman Islands

THE HUMBLE PETITION OF GET NICE HOLDINGS LIMITED 結好控股有限公司, whose registered office is 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 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 (2026 Revision) (As Revised) ("**Companies Act**"), to a

proposed scheme of arrangement ("**Scheme**") between the petitioner, Get Nice Holdings Limited 結好控股有限公司 ("**Company**") and the Scheme Shareholders (as defined in the composite scheme document ("**Scheme Document**")), a draft of which is attached as Exhibit "KESC-1" to the first affirmation of Kam, Eddie Shing Cheuk made on 4 September 2026.

2. Except where defined in this Petition capitalised terms bear the same meaning as in the Scheme Document.

The Company

3. The Company was incorporated under the name Get Nice Holdings Limited 結好控股有限公司 on 23 January 2001 under the Companies Act as an exempted company with registration number CR-107604.

4. 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 in Hong Kong is at Ground Floor to 3rd Floor Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong.

5. As an exempted company, the objects for which the Company was established are unrestricted and the Company has and is capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by section 27(2) of the Companies Act, save for generally applicable statutory restrictions on the power to conduct trade in the Cayman Islands. The Company is an investment holding company and part of a group of companies ("**Group**") which provide broking, securities margin financing, money lending, corporate finance, asset management, financial instruments investments, property investments and auction business services.

Share Capital and Listing

6. As at 2 September 2026 (being the latest practicable date before the filing of this Petition ("**LPD**")), the Company had an authorised share capital of HK$3,000,000,000 divided into 1,500,000,000 shares of a par value of HK$2.00 each ("**Shares**"), of which 618,197,262 Shares have been issued and are fully paid or credited as fully paid.

7. The Shares are listed on Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**").

8. As at the LPD, the major shareholdings of the Company were as set out in the table below. The major shareholdings of the Company upon completion of the Proposal are also set out in the table below:

Shareholders	**As at the LPD**		**Immediately upon completion of the Proposal**	
	Number of Shares	*% of issued Shares*	*Number of Shares*	*% of issued Shares*
The Offeror	319,418,292	51.67	618,197,262	100.00
The Scheme Shareholders	298,778,970	48.33	-	-
Total	**618,197,262**	**100.00**	**618,197,262**	**100.00**

Notes:

1. *The Shares held by the Offeror as at the LPD will not form part of the Scheme Shares and will not be cancelled or extinguished upon completion of the Proposal.*
2. *The entire issued share capital of the Offeror is 100% beneficially owned by Mr. Hung Hon Man, who is deemed to be interested in the Shares held by the Offeror under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).*
3. *All Shares, other than those Shares held by the Offeror and/or the Offeror Concert Parties, will form part of the Scheme Shares.*
4. *Save for Mr. Hung Hon Man as disclosed above, no other Directors of the Company hold any Shares as at the LPD. At as the LPD, save as Mr. Hung Hon Man, who is the chairman of the Board and an executive Director of the Company, who through the Offeror is interested in 319,418,292 Shares, representing 51.67% of the number of issued Shares, no Directors of the Company are interested in any Shares.*

Scheme Shares; Undertakings

9. All Shares in issue and such further Shares as may be issued prior to the Scheme Record Date, other than those held by the Offeror, will constitute the Scheme Shares.

10. The Offeror has undertaken to be bound by the terms of the Scheme.

11. The Offeror currently legally or beneficially owns, controls or has direction over 319,418,292 Shares. None of these Shares will form part of the Scheme Shares.

12. None of the Offeror Concert Parties hold any Shares in the Company.

Purpose of the Scheme

13. The purpose of the Scheme is to privatise the Company and de-list the Company from the Stock Exchange.

Principal Features of the Scheme

14. The Scheme involves:

    (a) the cancellation of all the Scheme Shares in consideration for a cancellation price of HK$2.00 per Scheme Share ("**Cancellation Price**") payable in cash by Honeylink Agents Limited ("**Offeror**");

    (b) the payment of the Special Dividend of HK$2.00 in cash for each Share ("**Special Dividend**", together with the Cancellation Price, "**Total Price**") to be paid by the Company;

    (c) the issued share capital of the Company being maintained at the same amount as immediately prior to the cancellation of the Scheme Shares by the issue to the Offeror, contemporaneously with the cancellation of the Scheme Shares, of an aggregate number of new Shares equal to the number of Scheme Shares cancelled; and

    (d) the Company applying the reserve created in its books of account as a result of the cancellation of the Scheme Shares in paying up in full the new Shares to be issued to the Offeror.

Information of the Offeror

15. The Offeror is a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Mr. Hung Hon Man (who is the chairman of the Board, an executive Director of the Company and founder of the Group).

Reasons for the Scheme

16. The Scheme provides the Scheme Shareholders with an opportunity to realise their Scheme Shares at a premium over the prevailing market price on the Stock Exchange. The Total Price is fully explained in the Scheme Document.

17. After careful consideration, the Board has determined that the Scheme is in the best interests of the Company.

Court Meeting

18. The Company intends to make an application for directions, declarations and orders, amongst other things:

    (a) that all Scheme Shareholders voting at the Court Meeting form one class for the purpose of approving the Scheme and are identified as one class in the Scheme Document on the basis that all Shares in issue other than those held by the Offeror will constitute the Scheme Shares. Under the Takeovers Code, unless permitted by the Securities and Futures Commission of Hong Kong ("**SFC**"), 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.

    (b) that the Company be at liberty to convene a meeting of the Scheme Shareholders ("**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 and a proxy form for use at the Court Meeting) to the Scheme Shareholders; and

(d) for the appointment of a chairman of the Court Meeting and for the conduct of the Court Meeting generally.

19. The Scheme Document will be made available to all Scheme Shareholders with the possible exception of overseas Shareholders.

20. If the despatch of the Scheme Document to overseas Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements which the board of directors of the Company regards as unduly onerous or burdensome (or otherwise not in the best interests of the Company or its Shareholders), the Scheme Document may not be despatched to such overseas Shareholders. For that purpose, the Company will apply for any waivers as may be required by the Executive Director of the Corporate Finance Division of the SFC or any delegate thereof ("**Executive**") pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such overseas Shareholders. As at the LPD, there was one Scheme Shareholder with a registered address situated in the Macau Special Administrative Region of the People's Republic of China (representing approximately 0.00% of the total issued share capital of the Company).

21. The following resolution (with such amendments as may be approved at the Court Meeting) will be considered at the Court Meeting:

"THAT the scheme of arrangement in the form contained in the composite scheme document dated 28 September 2026, a print of which has been submitted to this Court Meeting and, for the purpose of identification, signed by the chairman of this Court Meeting in its original form or with such modifications, additions or conditions as may be approved or imposed by the Cayman Islands Grand Court be and is hereby approved."

Extraordinary General Meeting

22. The Company intends to hold an extraordinary general meeting ("**EGM**") as soon as practicable after the Court Meeting on the same day for the purposes of approving all resolutions necessary to give effect to the Proposal including the Scheme.

Effect of the Scheme on Issued Share Capital and Solvency

23. The issued share capital of the Company will remain the same pre and post the Scheme.

24. 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.

Prayer for Relief

25. 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 such further or other order be made as the Court shall see fit.

Dated this 4th day of September 2026

Conyers Dill & Pearman LLP

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

NOTE: It is intended to serve this Petition on Get Nice Holdings Limited 結好控股有限公司 at its registered office located 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.

This PETITION is presented by Conyers Dill & Pearman LLP, for and on behalf of the Petitioner, of SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

Notice of Hearing

This Petition, having been presented to the Court on the _____ day of _________ 2026 ____ a.m./p.m., will be heard at the Law Courts, George Town, Grand Cayman on the day of 2026 at a.m./p.m. or as soon thereafter as the Petition can be heard.