

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Gain Plus Holdings Limited (the “**Company**”) dated 30 January 2018.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (the “**HKSCC**”) 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.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or any other jurisdiction. The Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (the “**U.S. Securities Act**”) and applicable U.S. State securities laws or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. State securities laws. There is no and it is not currently intended for there to be any public offering of securities of the Company in the United States.

GAIN PLUS HOLDINGS LIMITED

德益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 93,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	: 9,300,000 Shares (subject to reallocation)
Number of Placing Shares	: 83,700,000 (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	: Not more than HK\$0.80 per Offer Share and expected to be not less than HK\$0.60 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 8522

Sole Sponsor



Sole Bookrunner



Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the granting of the listing, and permission to deal in, the Share in issue and to be issued pursuant to the Share Offer, any Shares to be issued under the Capitalisation Issue and the Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and any options which may be granted under the Share Option Scheme on GEM. Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 13 February 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 13 February 2018.

The Share Offer comprises the Public Offer and the Placing. A total of 93,000,000 Shares (subject to the Offer Size Adjustment Option) will be made available under the Share Offer. Under the Public Offer, the Company is initially offering 9,300,000 Public Offer Shares (subject to reallocation), representing 10% of the Offer Shares, for subscription by the public in Hong Kong on and subject to the terms and conditions of the Prospectus and the Application Forms. Under the Placing, 83,700,000 Placing Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will initially be conditionally placed with institutional, professional and/or other investors for subscription subject to the terms and conditions as set out in the Prospectus and the Placing Underwriting Agreement. The Public Offer is open to all members of the public in Hong Kong as well as to institutional and professional investors. The allocation of the Shares between the Public Offer and the Placing is subject to reallocation as stated in the section headed “Structure and conditions of the Share Offer — The Public Offer — Reallocation” in the Prospectus.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, i.e. Tuesday, 13 February 2018, or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

It is expected that pursuant to the Placing Underwriting Agreement, the Company will grant the Offer Size Adjustment Option to the Placing Underwriters which is exercisable by the Sole Bookrunner (for itself and on behalf of the Placing Underwriters) in its sole and absolute discretion on or before 6:00 p.m. (Hong Kong time) on Friday, 9 February 2018, to require the Company to allot and issue up to 13,950,000 additional Shares at the Offer Price, representing 15% of the initial number of the Offer Shares, on the same terms as those applicable to the Share Offer. The Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date.

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Bookrunner (for itself and on behalf of the Placing Underwriters) to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activities of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilizing) Rules of the Securities and Futures Ordinance (Chapter 571W of the Laws of Hong Kong).

The Offer Price will not be more than HK\$0.80 per Share and is expected to be not less than HK\$0.60 per Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.80 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund payments without interest if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.80 per Offer Share. The final Offer Price is expected to be determined by the Price Determination Agreement between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or before Monday, 5 February 2018 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) are unable to agree on the Offer Price on or before Friday, 9 February 2018 (Hong Kong time), or such later date as may be agreed between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters), the Share Offer will not become unconditional and will lapse immediately. In such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.doublegain.hk.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled (or, where applicable, waived by the Sole Bookrunner (for itself and on behalf of the Underwriters)) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will not become unconditional and will lapse, and all monies received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer (if any) will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.doublegain.hk on the next business day immediately following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors should note that the Sole Bookrunner (for itself and on behalf of the Underwriters) is entitled to terminate its obligations under the Underwriting Agreements by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting — The Public Offer — Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 13 February 2018.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

As required under the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 January 2018 until 12:00 noon on Friday, 2 February 2018 (both days inclusive) from the following locations:

1. any of the following addresses of the Public Offer Underwriters:

Head & Shoulders Securities Limited

Room 2511
25/F Cosco Tower
183 Queen's Road Central
Hong Kong

Innovax Securities Limited

Unit A-C, 20/F. Neich Tower
128 Gloucester Road
Wan Chai
Hong Kong

Get Nice Securities Limited

10/F Cosco Tower
Grand Millennium Plaza
183 Queen's Road Central
Hong Kong

Paragon Securities Limited

Unit 7, 11th Floor, Emperor Group Centre
288 Hennessy Road
Wan Chai
Hong Kong

2. any of the following branches of DBS Bank (Hong Kong) Limited:

District	Branch	Address
Hong Kong Island	United Centre Branch	Shops 1015–1018, 1/F & Shops 2032–2034, 2/F, United Centre, 95 Queensway, Admiralty
	Aberdeen Branch	Shops A & B, G/F, Units A & B, 1/F, On Tai Building, 1–3 Wu Nam Street, Aberdeen
Kowloon	Amoy Plaza Branch	Shops G193–195, Amoy Plaza, 77 Ngau Tau Kok Road, Ngau Tau Kok, Kowloon
New Territories	Ma On Shan Branch	Shop 205–206, Level 2, Ma On Shan Plaza, Ma On Shan

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 January 2018 until 12:00 noon on Friday, 2 February 2018 (both days inclusive) at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have the **YELLOW** Application Forms and copies of the printed Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**Ting Hong Nominees Limited — Gain Plus Holdings Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Tuesday, 30 January 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 31 January 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 1 February 2018 — 9:00 a.m. to 5:00 p.m.
Friday, 2 February 2018 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 2 February 2018, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus. Please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk from 9:00 a.m. on Tuesday, 30 January 2018 until 11:30 a.m. on Friday, 2 February 2018 (or such later time as described in the section headed “How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus) (24 hours daily, except on the last application day).

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, 30 January 2018	—	9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 31 January 2018	—	8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 1 February 2018	—	8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 2 February 2018	—	8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 30 January 2018 until 12:00 noon on Friday, 2 February 2018 (24 hours daily, except on the last application day).

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Bookrunner, the Joint Lead Managers, the Public Offer Underwriters and the Hong Kong Branch Share Registrar.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.doublegain.hk on or before Monday, 12 February 2018.

The results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for, will be made available through a variety of channels from Monday, 12 February 2018 as described in the section headed “How to apply for Public Offer Shares — 11. Publication of results” in the Prospectus.

No receipt will be issued for the subscription monies paid on application for the Offer Shares. No temporary documents of title will be issued by the Company in respect of the Shares. Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that (i) the Share Offer has become unconditional in all respects and (ii) neither of the Underwriting Agreements has been terminated in accordance with its terms.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their terms at or before 8:00 a.m. in Hong Kong on Tuesday, 13 February 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 13 February 2018. Shares will be traded in board lots of 4,000 Shares each. The GEM stock code of the Shares is 8522.

By Order of the Board
Gain Plus Holdings Limited
Mr. Tsang Chiu Kwan
Chairman

Hong Kong, 30 January 2018

As at the date of this announcement, the executive Directors are Mr. Tsang Chiu Kwan, Mr. Tsang Man Ping and Mr. Lee Alexander Patrick and the independent non-executive Directors are Mr. So Chun Man, Mr. Chen Yeung Tak and Ms. Li Amanda Ching Man.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the website of the Company at www.doublegain.hk.