

Gain Plus Holdings Limited

德益控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

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 Shares (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

股份發售

發售股份數目 : 93,000,000 股股份 (視乎發售量調整權而定)
公開發售股份數目 : 9,300,000 股股份 (可予重新分配)
配售股份數目 : 83,700,000 股股份 (可予重新分配及視乎發售量調整權而定)
發售價 : 不多於每股發售股份 0.80 港元及預期不少於每股發售股份 0.60 港元，另加 1% 經紀佣金、0.0027% 證監會交易徵費及 0.005% 聯交所交易費 (須於申請時以港元繳足，多繳款項可予退還)
面值 : 每股股份 0.01 港元
股份代號 : 8522

Application Form 申請表格

Please read carefully the prospectus of Gain Plus Holdings Limited (the “Company”) dated Tuesday, 30 January 2018 (the “Prospectus”) (in particular, the section headed “How to Apply for Public Offer Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus have the same meanings when used in this Application Form unless defined herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this Application Form, 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 this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the section headed “Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection” in Appendix V to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Stock Exchange, the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed “Personal data” in this Application Form which sets out the policies and practices of the Company and its Hong Kong Branch Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale in the United States. No public offering of the Public Offer Shares will be made in the United States.

This Application Form is not for publication, distribution or release and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such publication, distribution or release is not permitted under the law of that jurisdiction.

This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application is unauthorised.

To: **Gain Plus Holdings Limited**
Innovax Capital Limited
The Sole Bookrunner
The Joint Lead Managers
The Public Offer Underwriters

在填寫本申請表格前，請仔細閱讀德益控股有限公司（「本公司」）於二零一八年一月三十日（星期二）刊發的招股章程（「招股章程」）（尤其是招股章程「如何申請公開發售股份」一節）及本申請表格背面的指引。除於本申請表格另有界定者外，本申請表格所用詞彙與招股章程所界定者具有相同涵義。

香港交易及結算所有限公司、香港聯合交易所有限公司（「聯交所」）及香港中央結算有限公司（「香港結算」）對本申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本申請表格連同白色及黃色申請表格文本各一份、招股章程及招股章程附錄五「送呈香港公司註冊處處長及備查文件」一節所述的其他文件，已按照香港法例第32章《公司（清盤及雜項條文）條例》第342C條的規定，送呈香港公司註冊處處長登記。聯交所、香港證券及期貨事務監察委員會（「證監會」）和香港公司註冊處處長對任何此等文件的內容概不負責。

閣下敬請留意本申請表格「個人資料」一段，當中載有本公司及其香港股份過戶登記分處有關個人資料及遵守個人資料（私隱）條例的政策及慣例。

本申請表格或招股章程所載資料概不構成出售要約或要約購買的游說，而在任何作出有關要約、游說或出售即屬違法的任何司法權區內，概不得出售任何公開發售股份。本申請表格及招股章程不得於美國境內直接或間接派發，而此項申請亦並非在美國出售股份的要約。公開發售股份將不會在美國向公眾提呈發售。

凡任何司法權區的法律禁止刊發、派發或發放本申請表格，則不得在該司法權區內以任何方式刊發、派發或發放本申請表格，亦不得以其他方式發送或派發或複製（全部或部分）招股章程。

本申請表格及招股章程乃向閣下提出。概無獲授權傳閱、分派或翻印本申請表格。

致：**德益控股有限公司**
創隆融資有限公司
獨家賬簿管理人
聯席牽頭經辦人
公開發售包銷商

1 We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for HK eIPO White Form Applications submitted via Banks/Stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our HK eIPO White Form services in connection with the Public Offer; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

吾等確認吾等已(i)遵照電子公開發售指引及透過銀行/股票經紀遞交網上白表申請的運作程序以及吾等就公開發售提供網上白表服務的所有適用法例及規例(法定或其他)；及(ii)閱讀招股章程及本申請表格所載的條款和條件及申請手續，並同意受其約束。為代表與本申請有關的各相關申請人提出申請，吾等：

- 按照招股章程及本申請表格的條款及受其條件規限，並在貴公司的組織章程大綱及組織章程細則規限下，申請以下所載數目的公開發售股份；
- 夾附申請公開發售股份所需的全數付款（包括1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費）；
- 確認相關申請人已承諾及同意接納該等相關申請人根據本申請所申請的公開發售股份，或該等相關申請人根據本申請獲分配的任何較少數目的公開發售股份；
- 明白貴公司、獨家保薦人、獨家賬簿管理人、聯席牽頭經辦人、公開發售包銷商，以及任何彼等各自的董事、高級職員或代表或參與股份發售的任何其他人士或各方將依賴此等聲明及陳述，以決定是否就本申請分配任何公開發售股份，及相關申請人如作出虛假聲明，可能會遭致檢控；
- 承諾及確認吾等及吾等為其利益提出申請的人士，並未申請、認購、表示有意認購、收取或獲配售或分配（包括有條件及/或暫定）任何配售股份，並將不會申請、認購或表示有意認購任何配售股份，亦不會參與配售；
- 授權貴公司（或其代理）將相關申請人的姓名/名稱列入貴公司股東名冊內，作為任何將配發予彼等的公開發售股份的持有人，並（在符合招股章程及本申請表格所載的條款及條件的情況下）授權貴公司（或其代理）根據本申請表格及招股章程所載手續按本申請表格上所示地址以普通郵遞方式寄發任何股票及/或退款支票（如適用），郵誤風險概由相關申請人承擔；
- 要求把任何電子自動退款指示發送到申請人以單一銀行賬戶繳交申請款項之申請付款賬戶內；
- 要求任何以多個銀行賬戶繳交申請款項的申請人的退款支票以相關申請人為收款人；
- 確認各相關申請人已細閱本申請表格、招股章程及指定網站www.hkeipo.hk所載的條款及條件及申請手續且同意受其約束；
- 聲明、保證及承諾向相關申請人或由相關申請人或為其利益而提出本申請的人士配發或申請公開發售股份，不會引致貴公司須遵從香港以外任何地區的任何法律或規例的任何規定（不論是否具法律效力）；
- 同意本申請、申請獲接納及據此而訂立的合約將受香港法例管轄，並須按其詮釋；及
- 同意貴公司、獨家保薦人、獨家賬簿管理人、聯席牽頭經辦人、公開發售包銷商以及彼等各自的董事、顧問及代理人以及參與股份發售的任何其他各方有權依賴吾等或相關申請人作出的任何保證、陳述或聲明。

Signature: 簽署:

Date: 日期:

Capacity: 身份:

Name of applicant: 申請人名稱:

2 We, on behalf of the underlying applicants, offer to purchase 吾等(代表相關申請人)提出認購

Total number of Shares 股份總數

Public Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form. 公開發售股份(代表相關申請人，其詳細資料載於連同本申請表格遞交的唯讀光碟)。

3 A total of 合共

are enclosed for a total sum of 其總金額為

HK\$ 港元

cheque(s) 張支票

Cheque number(s) 支票編號

4 Please use BLOCK letters 請用正楷填寫

Name of HK eIPO White Form Service Provider 網上白表服務供應商名稱		
Chinese Name 中文名稱	HK eIPO White Form Service Provider ID 網上白表服務供應商編號	
Name of contact person 聯絡人姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交	
	Broker No. 經紀號碼	
	Broker's chop 經紀印章	

For bank use 此欄供銀行填寫

GUIDE TO COMPLETING THIS APPLICATION FORM

References to boxes below are to the numbered boxes on the Application Form.

1 Sign and date the Application Form in Box 1. Only a written signature will be accepted.

The name and the representative capacity of the signatory should also be stated.

To apply for Public Offer Shares using this Application Form, you must be named in the list of **HK eIPO White Form** Service Providers who may provide **HK eIPO White Form** services in relation to the Public Offer, which was released by the SFC.

2 Put in Box 2 (in figures) the total number of Public Offer Shares for which you wish to apply on behalf of the underlying applicants.

Applicant details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

3 Complete your payment details in Box 3.

You must state in this box the number of cheque(s) you are enclosing together with this Application Form; and you must state on the reverse of each of those cheque(s) (i) your **HK eIPO White Form** Service Provider ID and (ii) the file number of the data file containing application details of the underlying applicant(s).

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Public Offer Shares applied for in Box 2.

All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

For payments by cheque, the cheque must:

- be in Hong Kong dollars;
- not be post-dated;
- be drawn on a Hong Kong dollar bank account with a licensed bank in Hong Kong;
- show your (or your nominee's) account name;
- be made payable to "Ting Hong Nominees Limited — Gain Plus Holdings Public Offer";
- be crossed "Account Payee Only"; and
- be signed by the authorised signatory(ies) of the **HK eIPO White Form** Service Provider.

Your application may be rejected if any of these requirements is not met or if the cheque is dishonoured on its first presentation.

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company, the Sponsor, the Sole Bookrunner and the **HK eIPO White Form** Service Provider have full discretion to reject any applications in the case of discrepancies.

No receipt will be issued for sums paid on application.

4 Insert your details in Box 4 (using BLOCK CAPITAL letters).

You should write your English and Chinese full names, **HK eIPO White Form** Service Provider ID and address in this box. You should also include the name, telephone number and fax number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

PERSONAL DATA

Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong) (the "Ordinance") came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of the Public Offer Shares of the policies and practices of the Company and its Hong Kong Branch Share Registrar in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and the Hong Kong Branch Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Branch Share Registrar. Failure to supply the requested data may result in your application for securities being delayed or your application may not be considered. It may also prevent or delay registration or transfer of the Public Offer Shares which you have successfully applied for and/or the despatch of share certificate(s), and/or the despatch of e-Auto Refund payment instructions, and/or the despatch of refund cheque(s) to which you are entitled. It is important that holders of securities inform the Company and the Hong Kong Branch Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and e-Auto Refund payment instructions/refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this form and the Prospectus and announcing results of allocations of the Public Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting the conduct of signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and investor profiles;
- making disclosures as required by laws, rules or regulations;
- disclosing identities of successful applicants by way of press announcement(s) or otherwise;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Branch Share Registrar to discharge their obligations to holders of securities and/or regulators and any other purpose to which the holders of securities may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and the Hong Kong Branch Share Registrar relating to the holders of securities will be kept confidential but the Company and its Hong Kong Branch Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the holders of securities to, from or with any and all of the following persons and entities:

- the Company, its advisers or its appointed agents such as financial advisers, receiving bank and overseas principal registrar;
- where applicants for securities request deposit into CCASS, to HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any broker whose company chop or other identification number has been placed on this Application Form;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or the Hong Kong Branch Share Registrar in connection with the operation of their respective businesses;
- the Stock Exchange, the SFC and any other statutory, regulatory or governmental bodies; and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.

4. Retention of personal data

The Company and its Hong Kong Branch Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access and correction of personal data

The Ordinance provides the holders of securities with rights to ascertain whether the Company or the Hong Kong Branch Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Hong Kong Branch Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company for the attention of the company secretary or (as the case may be) the Hong Kong Branch Share Registrar for the attention of the privacy compliance officer for the purposes of the Ordinance.

By signing this Application Form, you agree to all of the above.

DELIVERY OF THIS APPLICATION FORM

This completed Application Form, together with the appropriate cheque(s) must be submitted to the following receiving bank by 4:00 p.m. on Friday, 2 February 2018:

DBS Bank (Hong Kong) Limited
12th Floor, One Island East
18 Westlands Road, Quarry Bay

填寫本申請表格的指引

下列號碼乃本申請表格中各欄的編號。

1 在申請表格欄1簽署及填上日期。只接受親筆簽名。

簽署人的姓名／名稱及代表身份亦必須註明。

使用本申請表格申請公開發售股份，閣下必須為名列於證監會公佈的網上白表服務供應商名單內可以就公開發售提供網上白表服務的人士。

2 在欄2填上閣下欲代表相關申請人申請認購的公開發售股份總數(請填寫數字)。

閣下代其提出申請的相關申請人的申請人資料必須載於連同本申請表格遞交的唯讀光碟格式的資料檔案。

3 在欄3填上閣下付款的詳細資料。

閣下必須在本欄註明閣下連同本申請表格隨附的支票數目；及閣下必須在每張支票的背面註明(i)閣下的網上白表服務供應商編號及(ii)載有相關申請人的申請詳細資料的資料檔案的檔案編號。

本欄所註明的金額必須與欄2所申請認購的公開發售股份總數應付的金額相同。

所有支票及本申請表格，連同載有該光碟的密封信封(如有)必須放進印有閣下公司印章的信封內。

如以支票繳付股款，該支票必須：

- 為港元支票；
- 不得為期票；
- 由香港持牌銀行的港元銀行賬戶開出；
- 顯示閣下(或閣下代名人)的賬戶名稱；
- 註明抬頭人為「鼎康代理有限公司—德益控股公開發售」；
- 劃線註明「只准入抬頭人賬戶」；及
- 由網上白表服務供應商的授權簽署人士簽署。

如未能符合任何此等規定或如支票首次過戶不獲兌現，閣下的申請可能不獲接納。

閣下須負責確保所遞交的支票的詳細資料，與就本申請遞交的光碟或資料檔案所載的申請詳細資料相同。如出現差異，本公司、保薦人、獨家賬簿管理人及網上白表服務供應商有絕對酌情權拒絕接受任何申請。

申請時繳付的款項將不會獲發收據。

4 在欄4填上閣下的詳細資料(請用正楷填寫)。

閣下必須在本欄填上閣下的英文及中文姓名全名、網上白表服務供應商編號及地址。閣下亦必須填寫閣下營業地點的聯絡人姓名、電話號碼及傳真號碼及(如適用)經紀號碼及蓋上經紀印章。

個人資料

個人資料收集聲明

香港法例第486章《個人資料(私隱)條例》(《條例》)中的主要條文已於一九九六年十二月二十日在香港生效。此項個人資料收集聲明是向公開發售股份的申請人及持有人說明有關本公司及其香港股份過戶登記分處有關個人資料及《條例》方面的政策及慣例。

1. 收集閣下個人資料的原因

證券申請人或證券登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求香港股份過戶登記分處提供服務時，必須不時向本公司及香港股份過戶登記分處提供其最新的正確個人資料。未能提供所要求的資料可能會導致閣下的證券申請延誤或被拒。此舉亦可能妨礙或延遲閣下獲接納申請認購的公開發售股份的登記或過戶及/或寄發閣下有權收取的股票及/或發送電子自動退款指示，及/或寄發退款支票。證券持有人所提供的個人資料如有任何錯誤，須即時知會本公司及香港股份過戶登記分處。

2. 用途

證券持有人的個人資料可就以下用途以任何方式被使用、持有及/或保存：

- 處理閣下的申請及電子自動退款指示/退款支票(如適用)及核實是否符合本表格及招股章程載列的條款與申請程序以及公佈公開發售股份的分配結果；
- 確保遵守香港及其他地區的一切適用法律及法規；
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司的證券持有人名冊；
- 核對或協助核對簽名或核對或交換任何其他資料；

- 確定本公司證券持有人的受益權利，例如股息、供股及紅股等；

- 分發本公司及其附屬公司的通訊；
- 編製統計數據及投資者資料；
- 遵照法律、規則或法規的要求作出披露；
- 透過報章公佈或以其他方式披露成功申請人的身份；
- 披露有關資料以便就權益提出申索；及
- 與上述者有關的任何其他附帶或相關用途及/或讓本公司及香港股份過戶登記分處能履行對證券持有人及/或監管機構承擔的責任及證券持有人不時同意的任何其他用途。

3. 轉交個人資料

本公司及香港股份過戶登記分處所持有關證券持有人的個人資料將會保密，但本公司及其香港股份過戶登記分處可在將資料用作上述用途或當中任何一種用途的必要情況下，作出其認為必要的查詢以確定個人資料的準確性，尤其可能會將證券持有人的個人資料向下列任何及所有人士及實體披露、獲取或轉交有關資料(不論在香港境內或境外)：

- 本公司、其顧問或其委任的代理，例如財務顧問、收款銀行及海外股份過戶登記總處；
- (倘證券申請人要求將證券存入中央結算系統)香港結算及香港結算代理人將會就中央結算系統的運作使用有關個人資料；
- 任何已將公司印章或其他識別號碼列於本申請表格上的經紀；

- 向本公司及/或香港股份過戶登記分處提供與其各自業務運作有關的行政、電訊、電腦、付款或其他服務的任何代理、承包商或第三方服務供應商；

- 聯交所、證監會及任何其他法定、監管或政府機構；及

- 證券持有人與之有業務往來或擬有業務往來的任何其他人士或機構，例如其銀行、律師、會計師或股票經紀等。

4. 保留個人資料

本公司及其香港股份過戶登記分處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。毋需保留的個人資料將會根據《條例》銷毀或處理。

5. 查閱及更正個人資料

《條例》賦予證券持有人確定本公司或香港股份過戶登記分處是否持有其個人資料、索取資料副本及更正任何不正確資料的權利。根據《條例》，本公司及香港股份過戶登記分處有權就處理任何查閱資料的要求收取合理費用。所有查閱資料或更正資料或關於政策及慣例及所持有資料類別的要求，應向本公司的公司秘書或(視乎情況而定)香港股份過戶登記分處就《條例》而言的個人資料私隱事務主任提出。

閣下簽署本申請表格，即表示同意上述各項。

遞交本申請表格

此填妥申請表格，連同相關支票，必須於二零一八年二月二日(星期五)下午四時正前，送達下列收款銀行：

星展銀行(香港)有限公司
鯉魚涌華蘭路18號
港島東中心12樓