

# GAIN PLUS HOLDINGS LIMITED

## 德益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8522)

### Form of Proxy for use at the Annual General Meeting (or its adjourned meeting)

I//We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.01  
each in the share capital of Gain Plus Holdings Limited 德益控股有限公司 (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE  
MEETING** <sup>(Note 4)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies to attend the annual general meeting (and its adjourned meeting) of the Company to be held at Room 4, 5, United  
Conference Centre, 10/F United Centre, 95 Queensway, Hong Kong on Friday, 3 August 2018 at 10:00 a.m. for the purposes of considering and, if  
thought fit, passing the resolutions as set out in the notice convening the annual general meeting and at such meeting (and its adjourned meeting) to  
vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR <sup>(Notes 5 &amp; 6)</sup>	AGAINST <sup>(Notes 5 &amp; 6)</sup>
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the "Directors") and independent auditors of the Company for the year ended 31 March 2018.		
2.	(a) To re-elect Mr. Tsang Chiu Kwan as an executive Director;		
	(b) To re-elect Mr. Tsang Man Ping as an executive Director;		
	(c) To re-elect Mr. Lee Alexander Patrick as an executive Director;		
	(d) To re-elect Mr. So Chun Man as an independent non-executive Director;		
	(e) To re-elect Mr. Chen Yeung Tak as an independent non-executive Director;		
	(f) To re-elect Ms. Li Amanda Ching Man as an independent non-executive Director;		
	(g) To authorise the board of Directors (the "Board") to fix the Company Directors' remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as independent auditor of the Company and to authorise the Board to fix its remuneration.		
4.	To give a general mandate to the Board to allot, issue and deal with the Company's shares (the "Shares").		
5.	To give a general mandate to the Board to purchase Shares.		
6.	To extend the general mandate granted to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company.		

For the full text of the proposed resolutions, please refer to the notice convening the annual general meeting as contained in the Company's circular dated 29 June 2018.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018. Signature <sup>(Note 7)</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Any member of the Company ("Members") entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it, and the proxy need not be a Member but must attend the meeting in person to represent the Member.
4. If any proxy other than the chairman of the meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A Member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. All resolutions will be put to vote by way of poll at the meeting. Every Member present in person (in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited (the address stated in note 7 above).