HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/07/2019</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Gain Plus Holdings Limited	
Date Submitted	06/08/2019	

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

1) Stock code : 8522 Description : Ordinary Shares							
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>				
Balance at close of preceding month	780,000,000	0.01	7,800,000				
Increase/(decrease)	Nil		Nil				
Balance at close of the month	780,000,000	0.01	7,800,000				
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>							
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>						
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u> No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
(2) Stock code : <u>N/A</u> Descri Balance at close of preceding month	No. of ordinary shares	(State	capital				
	No. of ordinary shares	(State	capital				

2. Preference Shares

Stock code :	<u>N/A</u>	_Descripti	ion :	N/A		
			No. prefei sha	rence	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedin	g month				
Increase/(decre	ease)	_				
Balance at clos	e of the mont	th _				

3. Other Classes of Shares

Stock code :	N/A	Descrip	tion : <u>N</u>	I/A		
			No. of o classes share	s of	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of preced	ing month				
Increase/(decre	ease)	_				
Balance at clos	e of the mo	nth _				

Total authorised share capital at the end of the month (*HK*\$): **HK\$7,800,000**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	372,000,000	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	Nil	N/A	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	372,000,000	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (un	der Share Opt	ion Schemes c	of the Issuer)			
Particulars of share option scheme including EGM		Movement durir			No. of new shares of issuer which may be issued pursuant thereto as at close of	
approval date		/IOVEITIETIL UUTI			_	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme adopted						
On 23 January						
2018						
(/ /)						
shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
, ,						
3. N/A						
(/ /)						
shares						
(Note 1)						
,		Tota	IA. (Ordina	arv shares)	Nil	
				ce shares)		
			•	ther class)		
Total funds raised	during the mor	nth from exerci	-			
of options (State cu			N/A			
	<i>,</i> ,					

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable)	, , , ,	,				
(dd/mm/yyyy) <u>2. N/A</u>	(/ /)				
(/ /) Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>3. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable <i>(Note 1)</i>						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>4. N/A</u>						
(/ /) Stock code (if listed)						
Stock code (if listed) Class of shares issuable <i>(Note 1)</i>						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total B	(Ordina	ary shares) <u>N/A</u>		
		Total D	(Preferen	ce shares) <u>N/A</u>		-
			(O	ther class) <u>N/A</u>		-

Convertibles (i.e. Convertible	into Shar <u>es of th</u>	ne Issue <u>r wh</u>	ich are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount a close of preceding month	Converted	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)	(/ /)					
(dd/mm/yyyy)	(/ /)					
	_					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina	ary shares) ce shares)	N/A N/A	-
				ce snares) ther class)		-
			(0			-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. <u>N/A</u>		
shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	,

Oth	ner Movements i	n Issued Share Capital				No. of new	No. of new
						shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue						month
			Class of shares issuable (Note 1)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares				
2.	Open offer	At price : State	issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u> </u>
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	N1/A
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares				
5.	Scrip dividend	At price : State	issuable <i>(Note 1)</i> Issue and allotment	(/ /)		
0.	ochp dividend	currency —	date : (dd/mm/yyyy) EGM approval date:	(/ /)		
			(dd/mm/yyyy)	``	,	N/A	<u>N/A</u>
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date :	(/ /)		
	514105		(dd/mm/yyyy) EGM approval date:	(/ /)		
			(dd/mm/yyyy)			N/A	N/A
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency ——	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(N/A	<u>N/A</u>

	Type of Issue			No. of new shares of issuer during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
0	Conitol		Class of shares issuable (Note 1)		
9.	Capital reorganisation		Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)		
10.	Other (Please specify)	At price : State	Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
			Total E. (Ordinary shares) <u>N/A</u> (Preference shares) N/A		
	(Other class) <u>N/A</u>				

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: _TSANG CHIU KWAN_

Title: <u>Director</u> (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.