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GAIN PLUS HOLDINGS LIMITED

德益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8522)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 AUGUST 2019

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2019 AGM.

The board of directors (the “**Directors**” and the “**Board**”, respectively) of Gain Plus Holdings Limited (the “**Company**”) is pleased to announce that all the proposed ordinary resolutions as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 28 June 2019 (the “**AGM Notice**” and the “**Proposed Resolutions**”, respectively) were duly passed by the holders of the Company’s ordinary shares (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Wednesday, 7 August 2019 (the “**2019 AGM**”).

As at the date of the 2019 AGM, there were 372,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2019 AGM. To the best of the Directors’ knowledge, information and belief, there were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2019 AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

None of the Shareholders were required under the GEM Listing Rules to abstain from voting on the Proposed Resolutions at the 2019 AGM. None of the Shareholders have stated in the Company’s circular dated 28 June 2019 (the “**Circular**”) their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2019 AGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company was appointed and acted as the scrutineer for the vote-taking at the 2019 AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the 2019 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %)	
		<i>Note</i>	
		For	Against
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 2019.	209,250,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Lee Alexander Patrick as an executive Director;	209,250,000 (100%)	0 (0%)
	(b) To re-elect Mr. So Chun Man as an independent non-executive Director;	209,250,000 (100%)	0 (0%)
	(c) To authorise the board of Directors (the “ Board ”) to fix the Company Directors’ remuneration.	209,250,000 (100%)	0 (0%)
3.	To re-appoint Deloitte Touche Tohmatsu as independent auditor of the Company and to authorise the Board to fix its remuneration.	209,250,000 (100%)	0 (0%)
4.	To give a general mandate to the Board to allot, issue and deal with the Company’s shares (the “ Shares ”).	209,250,000 (100%)	0 (0%)
5.	To give a general mandate to the Board to purchase Shares.	209,250,000 (100%)	0 (0%)
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.	209,250,000 (100%)	0 (0%)

* For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

Note: The number of votes and approximate percentage of voting Shares as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the 2019 AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company.

By Order of the Board
Gain Plus Holdings Limited
Tsang Chiu Kwan
Chairman and Executive Director

Hong Kong, 7 August 2019

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 Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 herein or this announcement misleading.

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