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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 on Main Board: 9900)

(Stock Code on GEM: 8522)

TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Sole Sponsor to the Company

AmCap

Ample Capital Limited

豐盛融資有限公司

TRANSFER OF LISTING

On 26 July 2019, an application was made by the Company to the Stock Exchange for the listing of and permission to deal in the Shares on the Main Board by way of the Transfer of Listing pursuant to Chapter 9A of Main Board Listing Rules.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 18 December 2019. The Company has published the Listing Document on 19 December 2019 in connection with the Transfer of Listing. As at the date of this Announcement, all applicable pre-conditions for the Transfer of Listing have been fulfilled in relation to the Company and the Shares.

The last day of dealings in the Shares on GEM (stock code on GEM: 8522) will be on 27 December 2019. It is expected that dealings in the Shares on the Main Board (stock code on the Main Board: 9900) will commence at 9:00 a.m. on 30 December 2019.

No change will be made to the English and Chinese stock short names, the existing share certificates, the board lot size, the trading currency of the Shares, the principal share registrar and transfer office and the Hong Kong branch share registrar and transfer office of the Company following the Transfer of Listing.

Reference is made to the announcements of the Company made on 26 July 2019 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing under the transfer of listing arrangement pursuant to Chapter 9A of the Main Board Listing Rules.

TRANSFER OF LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD

On 26 July 2019, an application was made by the Company to the Stock Exchange for the listing of and permission to deal in the Shares on the Main Board by way of the Transfer of Listing pursuant to Chapter 9A of Main Board Listing Rules.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing was granted by the Stock Exchange on 18 December 2019. The Company has published the Listing Document on 19 December 2019 in connection with the Transfer of Listing. The Listing Document contains, among other things: (a) details of the Transfer of Listing; (b) information regarding the proposed arrangements for the Transfer of Listing and dealings and settlement of dealings in, the Shares following completion of the Transfer of Listing; and (c) certain business and financial information in relation to the Group. The Listing Document is available at the websites of Company at www.doublegain.hk and the Stock Exchange at www.hkexnews.hk from 19 December 2019. As at the date of this announcement, all applicable pre-conditions for the Transfer of Listing have been fulfilled in relation to the Company and the Shares.

The last day of dealings in the Shares on GEM (stock code on GEM: 8522) will be on 27 December 2019. Dealings in the Shares on the Main Board (stock code on the Main Board: 9900) will commence at 9:00 a.m. on 30 December 2019.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares of the Company.

REASONS FOR THE TRANSFER OF LISTING

The Directors are of the view that the Listing on GEM is of assistance to the Group to gain public recognition and profile. After the Listing on GEM, the Group has achieved business growth with increasing revenue and profit. The Directors consider that since the Main Board is perceived to enjoy more premium status by investors, the Transfer of Listing, if approved and proceeded, will further promote the Group's corporate profile and recognition among public investors and increase attractiveness of the Shares to the public investors and thus broaden the Company's investor base and enhance the trading liquidity of the Shares. Furthermore, obtaining a listing status on the Main Board will strengthen the Group's position in the industry and enhance the Group's competitive strengths in retaining staff and attracting customers. Therefore, the Directors are of the view that the Transfer of Listing will be beneficial to the future growth, financing flexibility and business development of the Group which will create a long-term value to the Shareholders. As at the date of this announcement, the Board has no immediate plans to change the nature of the business of the Group following the Transfer of Listing. The Transfer of Listing will not involve any issue of new Shares by the Company.

SHARE OPTION SCHEME

The Share Option Scheme was conditionally adopted by the Company on 23 January 2018 (as amended and modified by the resolutions of the Board on 16 December 2019) and took effect on the date of Listing on GEM for a period of ten years. Such Share Option Scheme will remain valid and effective following the Transfer of Listing and will be implemented in full compliance with Chapter 17 of the Main Board Listing Rules.

DEALINGS IN THE SHARES ON THE MAIN BOARD

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from 13 February 2018. Subject to the continuing compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Currently, the Shares are traded in a board lot size of 4,000 Shares each and are traded in Hong Kong dollars. The principal share registrar and transfer office of the Company is Estera Trust (Cayman) Limited and the Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited. The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and be valid for delivery, trading, settlement and registration purposes, and will not involve any transfer or exchange of the existing share certificates. Further, no change will be made to the English and Chinese stock short names, the existing share certificates, the board lot size, the trading currency of the Shares and the abovementioned share registrars and transfer offices of the Company following the Transfer of Listing.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Pursuant to Rule 9A.12 of the Main Board Listing Rules, the general mandates granted by the Shareholders at the annual general meeting of the Company held on 7 August 2019 to the Directors to allot and issue new Shares and repurchase Shares will continue to be valid and remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the revocation or variation of the authority given under the resolution by any ordinary resolution of the Shareholders in general meeting; or
- (c) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held.

MINIMUM PUBLIC FLOAT

The Directors confirm that no less than 25% of the total issued share capital of the Company was held by the public (as defined in the Main Board Listing Rules) as at the date of this announcement. Accordingly, the minimum 25% public float requirement has been maintained in compliance with Rule 8.08 of the Main Board Listing Rules.

PUBLICATION OF RESULTS

Upon the Transfer of Listing, the Company will cease the practice of reporting financial results on a quarterly basis and will follow the relevant requirements of the Main Board Listing Rules, which include publishing its interim results and annual results within two months and three months from the end of the relevant periods or financial year ends, respectively. The Board is of the view that the investors and Shareholders will continue to have access to relevant information on the Company following the reporting requirements under the Main Board Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context otherwise requires:

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Gain Plus Holdings Limited (德益控股有限公司), a company incorporated in the Cayman Islands with limited liability on 4 July 2017, the Shares of which have been listed on GEM from 13 February 2017 to 27 December 2019 and will be listed on the Main Board starting from 30 December 2019
“Directors”	directors of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange (as may be amended, supplemented or otherwise modified from time to time)
“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Document”	the listing document published by the Company on 19 December 2019 in connection with the Transfer of Listing

“Listing on GEM”	the listing of the Shares on GEM on 13 February 2018
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange in parallel with GEM, and for the avoidance of doubt, does not include GEM for the purpose hereof
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended, supplemented or otherwise modified from time to time)
“Shares”	share(s) of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 23 January 2018 and as amended by resolutions of the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“%”	per cent.

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

Hong Kong, 19 December 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.

This announcement will remain on the “Latest Company Announcements” page of GEM website at www.hkgem.com for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at www.doublegain.hk.