

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 the contents of this announcement.

GAIN PLUS HOLDINGS LIMITED

德益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9900)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Gain Plus Holdings Limited (the “**Company**”) is pleased to announce that Mr. Chung Dan (former name, Mr. Chung Ching Man) (“**Mr. Chung**”) has been appointed as an independent non-executive Director and a member of Audit Committee with effect from 13 January 2022.

Set out below are the details of Mr. Chung required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Chung, aged 65, is a practising barrister and licensed mediator. He graduated from Nottingham Trent University with a Bachelor of Laws degree with honours in June 2003 and obtained the Postgraduate Certificate in Laws from the City University of Hong Kong in July 2005.

He was subsequently called to the Hong Kong Barrister in 2007 and has been practicing since then. He was also a holder of licences of regulated activity 6 (advising on corporate finance) of Securities and Future Commission from 12 June 2004 to 8 June 2006, and an entrepreneur in various fields before practising as a barrister.

Save as disclosed in this announcement, Mr. Chung (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the service contract entered into between Mr. Chung and the Company, the term of office of Mr. Chung is three years, unless terminated by either party giving to the other not less than one month's prior notice in writing. He is also subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company.

Mr. Chung is entitled to receive a Director's fee of HK\$168,000 per annum, which is recommended by the Remuneration Committee of the Company and determined by the Board with reference to his qualifications, experience and responsibilities. Mr. Chung is also eligible to participate in the share option scheme of the Company.

Save as disclosed above and as far as the Directors are aware, there is no other information of Mr. Chung to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning the appointment of Mr. Chung that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Chung on his new appointment.

(2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Li Amanda Ching Man (“**Ms. Li**”) has tendered her resignation as an independent non-executive Director and ceased to be the chairman of Nomination Committee and a member of Audit Committee and Remuneration Committee with effect from 13 January 2022 due to other business engagements which require more of her attention and dedication.

Ms. Li has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Ms. Li for her valuable contribution during her tenure of office in the Company.

(3) CHANGE OF COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board hereby announces that with effect from 13 January 2022:

- (1) Ms. Li has ceased to be the chairman of Nomination Committee and a member of Audit Committee and Remuneration Committee;
- (2) Mr. Chung has been appointed as a member of Audit Committee; and

(3) Mr. Chen Yeung Tak, an independent non-executive Director, has been appointed as the chairman of Nomination Committee.

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

13 January 2022

As at the date of this announcement, the executive Directors are Mr. Tsang Chiu Kwan and Mr. Lau Ka Ho, and the independent non-executive Directors are Mr. So Chun Man, Mr. Chen Yeung Tak and Mr. Chung Dan.