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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: 9900)

**DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF THE
SHARE PREMIUM ACCOUNT
AND
CLOSURE OF REGISTER OF MEMBERS**

Reference is made to the announcement of Gain Plus Holdings Limited (the “**Company**”) dated 5 January 2024 in relation to the date of the resolution of the board of directors of the Company (the “**Board**”) regarding the proposed declaration and payment of a special dividend.

**DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF THE SHARE
PREMIUM ACCOUNT**

The Board is pleased to announce that, by way of resolution of the Board passed on 17 January 2024, the Board has declared a special dividend of HK\$0.135 per ordinary share of the Company (the “**Special Dividend**”) to the shareholders of the Company (the “**Shareholder(s)**”). The Special Dividend will be paid on or about Tuesday, 6 February 2024 to the Shareholders whose name appear on the register of members of the Company at the close of business on Thursday, 1 February 2024 (the “**Record Date**”).

The Board is of the view that the current financial conditions and the profits of the Company justify the payment of the Special Dividend. After taking into account a number of factors including the cash flow of the Company, the Board considers that it is appropriate to declare and pay the Special Dividend out of the share premium account of the Company (the “**Share Premium Account**”) pursuant to Article 155(c) of the articles of association of the Company (the “**Articles**”) and in accordance with the laws of the Cayman Islands. The Board is of the view that such arrangement is in the interests of the Company and its Shareholders as a whole.

Based on the total number of issued Shares as at the date of this announcement, the Special Dividend will amount to an aggregate amount of approximately HK\$50,220,000. As at 31 March 2023, the amount standing to the credit of the Share Premium Account was approximately HK\$132,532,000 based on the audited consolidated financial statements of the Company. Following the payment of the Special Dividend, there will be a remaining balance of approximately HK\$82,312,000 standing to the credit of the Share Premium Account.

The Board believes that the payment of the Special Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares. The Directors are also satisfied that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately after the date on which the Special Dividend is paid.

Shareholders should seek professional advice with their own tax advisers regarding the possible tax implications of the payment of the Special Dividend. The Board is not aware of any Shareholders who have waived or agreed to waive any dividends.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 31 January 2024 to Thursday, 1 February 2024 (both days inclusive), during which no transfer of shares of the Company will be registered. In order for a Shareholder to qualify for the Special Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 30 January 2024.

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

Hong Kong, 17 January 2024

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. Lai Ming Ho.