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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 AUGUST 2021

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2021 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 19 July 2021 (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, 18 August 2021 (the “**2021 AGM**”).

As at the date of the 2021 AGM, there were 372,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2021 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 2021 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2021 AGM. None of the Shareholders have stated in the Company’s circular dated 19 July 2021 (the “**Circular**”) their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2021 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 2021 AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the 2021 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 2021.	174,850,060 (100%)	0 (0%)
2.	(a) To re-elect Mr. Tsang Chiu Kwan as an executive Director;	174,850,060 (100%)	0 (0%)
	(b) To re-elect Mr. Lau Ka Ho as an executive Director;	174,850,060 (100%)	0 (0%)
	(c) To re-elect Mr. Chen Yeung Tak as an independent non-executive Director;	174,850,060 (100%)	0 (0%)
	(d) To authorise the board of Directors (the “ Board ”) to fix the Company Directors’ remuneration.	174,850,060 (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.	174,850,060 (100%)	0 (0%)
4.	To give a general mandate to the Board to allot, issue and deal with the Company’s shares (the “ Shares ”).	174,850,060 (100%)	0 (0%)
5.	To give a general mandate to the Board to purchase Shares.	174,850,060 (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.	174,850,060 (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 2021 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, 18 August 2021

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 Ms. Li Amanda Ching Man.