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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF AUDIT COMMITTEE

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. Wong Max Aaron (“**Mr. Wong**”) has been appointed as an independent non-executive Director and a member of Audit Committee with effect from 12 May 2023.

Set out below are the details of Mr. Wong 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. Wong, aged 48, holds a Master of Applied Finance and Investment from Financial Services Institute of Australasia. He is a fellow member of The Association of Chartered Certified Accountants and a member of Hong Kong Business Accountants Association. Mr. Wong has over 20 years’ experience in finance and accounting for listed companies and private companies. He is currently a chief financial officer of a private company.

Mr. Wong also served as a finance director of DigiPlus Interactive Corp. (formerly known as Leisure & Resorts World Corporation) (a company listed on Philippine Stock Exchange; stock code: PLUS) from June 2019 to July 2022.

Save as disclosed in this announcement, Mr. Wong (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. Wong and the Company, the term of office of Mr. Wong 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. Wong 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. Wong 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. Wong 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. Wong 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. Wong on his new appointment.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE

The Board further announces that Mr. Wong has been appointed as a member of the Audit Committee of the Company with effect from 12 May 2023.

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

Hong Kong, 12 May 2023

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. Wong Max Aaron.