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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)**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Gain Plus Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Stock Exchange has amended the Listing Rules, relating to, among others, the articles of association or equivalent constitutional documents of listed issuers under the new Appendix 3 to the Listing Rules with effect from 1 January 2022, for which listed issuers are required to make necessary amendments to the constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformation. In order to (i) bring the amended and restated memorandum and articles of association of the Company (the “**M&A**”) in line with the relevant requirements of the Listing Rules as well as the applicable laws of the Cayman Islands; and (ii) adopt house-keeping improvements and amendments in line with the aforesaid proposed amendments, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution for the amendments (the “**Proposed Amendments**”) to the existing M&A and the adoption of the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”).

The Proposed Amendments and adoption of the New M&A incorporating the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company for the year ended 31 March 2023 (the “**AGM**”).

A circular containing, among other things, particulars relating to the Proposed Amendments together with a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 21 July 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.*