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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)**

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF AUDIT 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. Lai Ming Ho (“**Mr. Lai**”) has been appointed as an independent non-executive Director and a member of Audit Committee with effect from 6 October 2023.

Set out below are the details of Mr. Lai 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.

Mr. Lai, aged 36, holds a Bachelor’s Degree in Accounting and Finance from The Hong Kong Polytechnic University. He is a fellow member of The Hong Kong Institute of Certified Public Accountants, a chartered tax adviser (non-practising) of The Taxation Institute of Hong Kong, a financial risk manager of Global Association of Risk Professionals and a certified internal auditor of The Institute of Internal Auditors.

Mr. Lai has 14 years of working experience gained from technical accounting environment in accounting, auditing, taxation, and company secretary services in various industries including logistics, property development and construction, oil trading, film production, manufacturing, financial services, information technology, among others. He also has senior managerial experience within multinational audit firms and listed companies. He is currently a managing director of a private company.

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

## **(2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Wong Max Aaron ("**Mr. Wong**") has tendered his resignation as an independent non-executive Director and ceased to be a member of Audit Committee with effect from 6 October 2023 due to other business engagements which require more of his attention and dedication.

Mr. Wong has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Mr. Wong for his valuable contribution during his tenure of office in the Company.

**(3) CHANGE OF COMPOSITION OF AUDIT COMMITTEE**

The Board hereby announces that with effect from 6 October 2023:

- (1) Mr. Wong has ceased to be a member of Audit Committee; and
- (2) Mr. Lai has been appointed as a member of Audit Committee.

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

6 October 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. Lai Ming Ho.*