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 16 AUGUST 2024

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2024 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 resolutions as set out in the notice of the annual general meeting of the Company (the "**AGM**") dated 12 July 2024 (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 Friday, 16 August 2024 (the "**2024 AGM**").

As at the date of the 2024 AGM, there were 372,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2024 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 2024 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2024 AGM. None of the Shareholders have stated in the Company's circular dated 12 July 2024 (the "**Circular**") their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2024 AGM.

Mr. Tsang Chiu Kwan, Mr. Lau Ka Ho, Mr. So Chun Man, Mr. Chen Yeung Tak and Mr. Lai Ming Ho attended the 2024 AGM in person.

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 2024 AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the 2024 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %) *Note*	
		For	**Against**
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 March 2024.	215,400,060 (100%)	0 (0%)
2.	(a) To re-elect Mr. Tsang Chiu Kwan as an executive director;	215,400,060 (100%)	0 (0%)
	(b) To re-elect Mr. So Chun Man as an independent non-executive director;	215,400,060 (100%)	0 (0%)
	(c) To re-elect Mr. Lai Ming Ho as an independent non-executive director;	215,400,060 (100%)	0 (0%)
	(d) To authorise the board of directors of the Company (the "**Board**") to fix the respective directors' remuneration.	215,400,060 (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.	215,400,060 (100%)	0 (0%)
4.	To give a general mandate to the Board to allot, issue and deal with the Company's shares (the "**Shares**").	215,400,060 (100%)	0 (0%)
5.	To give a general mandate to the Board to repurchase Shares.	215,400,060 (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.	215,400,060 (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 2024 AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the resolutions no. 1 to 6, all such resolutions 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, 16 August 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.