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REF Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1631)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 MAY 2019

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2019 AGM.

The board of directors (the “**Directors**” and the “**Board**”, respectively) of REF 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 11 April 2019 (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 Tuesday, 21 May 2019 (the “**2019 AGM**”).

As at the date of the 2019 AGM, there were 256,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2019 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2019 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 was required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2019 AGM. None of the Shareholders has stated in the Company’s circular dated 11 April 2019 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2019 AGM.

Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed and acted as the scrutineer for the vote-taking at the 2019 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2019 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note 1)</i>	
		For	Against
1	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the Directors and independent auditors of the Company for the year ended 31 December 2018.	192,545,000 (100%)	0 (0%)
2(a)	(i) To re-elect Mr. Lau Man Tak as a non-executive Director.	192,545,000 (100%)	0 (0%)
	(ii) To re-elect Mr. Lum Chor Wah Richard as an independent non-executive Director.	192,545,000 (100%)	0 (0%)
2(b)	To authorise the Board to fix the remuneration of the Directors.	192,545,000 (100%)	0 (0%)
3	To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditor of the Company and authorise the Board to fix its remuneration.	192,545,000 (100%)	0 (0%)
4	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares up to 20% of the aggregate number of the issued Shares as at the date of passing of this resolution. <i>(Note 2)</i>	192,010,000 (99.72%)	535,000 (0.28%)
5	To grant a general and unconditional mandate to the Directors to repurchase Shares up to 10% of the aggregate number of the issued Shares as at the date of passing of this resolution. <i>(Note 2)</i>	192,545,000 (100%)	0 (0%)
6	Conditional upon the passing of resolutions no. 4 and 5 above, to extend the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares by adding the aggregate number of the Shares repurchased by the Company. <i>(Note 2)</i>	192,010,000 (99.72%)	535,000 (0.28%)

Notes:

- 1 The number of votes and the approximate percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2019 AGM in person, by authorised representative or by proxy.
- 2 For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

As more than 50% of the votes were cast in favour of each of the above Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company.

For and on behalf of
REF Holdings Limited
Lau Man Tak
Chairman

Hong Kong, 21 May 2019

As at the date of this announcement, the executive Directors are Ms. Chiu Hok Yu and Ms. Kwok Kam Lai; the non-executive Director is Mr. Lau Man Tak (Chairman); and the independent non-executive Directors are Mr. Leung Chi Hung, Mr. Wong Kun Kau and Mr. Lum Chor Wah Richard.