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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 13 APRIL 2023**

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2023 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 and special resolutions (the “**Proposed Resolutions**”) as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 21 March 2023 (the “**AGM Notice**”) 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 Thursday, 13 April 2023 (the “**2023 AGM**”).

As at the date of the 2023 AGM, there were 256,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2023 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2023 AGM as set out in Rule 13.40 of 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 2023 AGM. None of the Shareholders has stated in the Company’s circular dated 21 March 2023 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2023 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 2023 AGM.

The Company would like to report that Mr. Lau Man Tak, Ms. Fan Jia Yin and Mr. Leung Chi Hung attended the 2023 AGM in person; Mr. Lee Hon Man Eric attended the 2023 AGM by electronic means; and Mr. Wong Kun Kau was unable to attend.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2023 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 2022	192,545,000 (100%)	0 (0%)
2	To approve the payment of a final dividend for the year ended 31 December 2022	192,545,000 (100%)	0 (0%)
3(a)	(i) To re-elect Mr. Wong Kun Kau as an independent non-executive director of the Company	192,545,000 (100%)	0 (0%)
	(ii) To re-elect Mr. Lee Hon Man Eric as an independent non-executive director of the Company	192,545,000 (100%)	0 (0%)
3(b)	To authorise the board of directors of the Company to fix the remuneration of the directors	192,545,000 (100%)	0 (0%)
4	To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration	192,545,000 (100%)	0 (0%)
5	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with additional shares up to 20% of the aggregate number of the issued shares of the Company <i>(Note 2)</i>	192,010,000 (99.72%)	535,000 (0.28%)
6	To grant a general and unconditional mandate to the directors of the Company to repurchase shares up to 10% of the aggregate number of the issued shares of the Company <i>(Note 2)</i>	192,545,000 (100%)	0 (0%)
7	Conditional upon the passing of resolutions no. 5 and no. 6, to extend the general and unconditional mandate granted to the directors of the Company pursuant to resolution no. 5 by adding the number of shares repurchased pursuant to resolution no. 6 <i>(Note 2)</i>	192,010,000 (99.72%)	535,000 (0.28%)

SPECIAL RESOLUTION		Number of Votes (Approximate %) <sup>(Note 1)</sup>	
		For	Against
8	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company, and approve and adopt the third amended and restated memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company.	192,545,000 (100%)	0 (0%)

*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 2023 AGM in person or 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 Proposed Resolutions numbered 1 to 7, all of them were duly passed as ordinary resolutions of the Company.

As not less than 75% of the votes were cast in favour of the Proposed Resolution numbered 8, it was duly passed as special resolution of the Company.

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

Hong Kong, 13 April 2023

*As at the date of this announcement, the Board comprises Ms. Fan Jia Yin as executive Director; Mr. Lau Man Tak (Chairman) as non-executive Director; and Mr. Leung Chi Hung, Mr. Wong Kun Kau and Mr. Lee Hon Man Eric as independent non-executive Directors.*