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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 23 APRIL 2021

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2021 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 (the “**Proposed Resolutions**”) as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 19 March 2021 (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 Friday, 23 April 2021 (the “**2021 AGM**”).

As at the date of the 2021 AGM, there were 256,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2021 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2021 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 2021 AGM. None of the Shareholders has stated in the Company’s circular dated 19 March 2021 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2021 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 2021 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2021 AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %) ^(Note 1)	
		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 2020	192,545,100 (100%)	0 (0%)
2	To approve the payment of a final dividend for the year ended 31 December 2020	192,545,100 (100%)	0 (0%)
3(a)	(i) To re-elect Mr. Lau Man Tak as a non-executive director of the Company	192,545,100 (100%)	0 (0%)
	(ii) To re-elect Mr. Wong Kun Kau as an independent non-executive director of the Company	192,545,100 (100%)	0 (0%)
3(b)	To authorise the board of directors of the Company to fix the remuneration of the directors	192,545,100 (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	192,545,100 (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 ^(Note 2)	192,010,100 (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 ^(Note 2)	192,545,100 (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 ^(Note 2)	192,010,100 (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 2021 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 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, 23 April 2021

As at the date of this announcement, the executive Director is 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. Lee Hon Man Eric.