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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 27 APRIL 2022 AND RETIREMENT OF DIRECTOR**

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 dated 24 March 2022 (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 annual general meeting of the Company held on Wednesday, 27 April 2022 (the “**2022 AGM**”).

#### **POLL RESULTS OF THE 2022 AGM**

As at the date of the 2022 AGM, there were 256,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2022 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2022 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 2022 AGM. None of the Shareholders has stated in the Company’s circular dated 24 March 2022 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2022 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 2022 AGM.

The Company would like to report that Mr. Lau Man Tak, Ms. Kwok Kam Lai and Ms. Fan Jia Yin attended the 2022 AGM in person; Mr. Leung Chi Hung and Mr. Wong Kun Kau attended the 2022 AGM by electronic means. Mr. Lee Hon Man Eric was unable to attend.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2022 AGM are set out as follows:

| ORDINARY RESOLUTIONS |  | Number of Votes<br>(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 2021                             | 192,545,000<br>(100%)                              | 0<br>(0%)          |
| 2                    | To approve the payment of a final dividend for the year ended 31 December 2021   | 192,545,000<br>(100%)                              | 0<br>(0%)          |
| 3(a)                 | (i) To re-elect Ms. Fan Jia Yin as an executive Director   | 192,545,000<br>(100%)                              | 0<br>(0%)          |
|                      | (ii) To re-elect Mr. Leung Chi Hung as an independent non-executive Director   | 192,545,000<br>(100%)                              | 0<br>(0%)          |
| 3(b)                 | To authorise the Board to fix the remuneration of the Directors  | 192,545,000<br>(100%)                              | 0<br>(0%)          |
| 4                    | 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<br>(100%)                              | 0<br>(0%)          |
| 5                    | 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 of the Company <i>(Note 2)</i>  | 192,010,000<br>(99.72%)                            | 535,000<br>(0.28%) |
| 6                    | To grant a general and unconditional mandate to the Directors to repurchase Shares up to 10% of the aggregate number of the issued Shares of the Company <i>(Note 2)</i>   | 192,545,000<br>(100%)                              | 0<br>(0%)          |
| 7                    | Conditional upon the passing of resolutions no. 5 and no. 6, to extend the general and unconditional mandate granted to the Directors pursuant to resolution no. 5 by adding the number of Shares repurchased pursuant to resolution no. 6 <i>(Note 2)</i> | 192,010,000<br>(99.72%)                            | 535,000<br>(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 2022 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.

## **RETIREMENT OF DIRECTOR**

As disclosed in the Company's announcement dated 18 March 2022, Ms. Kwok Kam Lai ("**Ms. Kwok**") did not offer herself for re-election and retired as an executive Director, taking effect at the conclusion of the 2022 AGM.

Ms. Kwok confirmed that she has no disagreement with the Board and there is no matter relating to her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board expresses its sincere gratitude to Ms. Kwok for her valuable contributions to the Company during her tenure of service.

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

Hong Kong, 27 April 2022

*Immediately after the retirement of Ms. Kwok Kam Lai and as at the date of this announcement, the executive Director is Ms. Fan Jia Yin; 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.*