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PF Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8221)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 3 AUGUST 2023**

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) of PF Group Holdings Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company both dated 30 June 2023. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the AGM. The poll results in respect of the resolutions are as follows:

Ordinary Resolutions*		No. of votes cast (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Director(s) ”) and the auditor of the Company for the year ended 31 March 2023.	1,325,960,190 (100%)	0 (0%)
2.	(a) To re-elect Mr. Fok Yuk Tong as an executive Director.	1,325,960,190 (100%)	0 (0%)
	(b) To re-elect Ms. Hsieh Ching Chun as an executive Director.	1,325,960,190 (100%)	0 (0%)
	(c) To re-elect Mr. Lee Ho Leung William as an executive Director.	1,325,960,190 (100%)	0 (0%)
	(d) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	1,325,960,190 (100%)	0 (0%)

Ordinary Resolutions*		No. of votes cast (%)	
		For	Against
3.	To appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.	1,325,960,190 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the aggregate number of the issued shares of the Company.	1,325,960,190 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate number of the issued shares of the Company.	1,325,960,190 (100%)	0 (0%)
6.	To extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company of an amount representing the aggregate number of shares of the Company repurchased by the Company.	1,325,960,190 (100%)	0 (0%)

As all of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.

Special Resolution*		No. of votes cast (%)	
		For	Against
7.	To approve the proposed amendments to the existing amended and restated memorandum of association and amended and restated articles of association of the Company (the “ Proposed Amendments ”) and the adoption of the new amended and restated memorandum of association and amended and restated articles of association of the Company which consolidates all the Proposed Amendments.	1,325,960,190 (100%)	0 (0%)

As all of the votes were cast in favour of the above resolution, the above resolution was duly passed as a special resolution.

* Full text of the above resolutions was set out in the Notice.

As at the date of the AGM, the total number of issued Shares was 2,000,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. There was no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the resolutions at the AGM pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM and none of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

All Directors attended the AGM in person or by electronic means.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on 29 June 2023 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
PF Group Holdings Limited
Fok Yuk Tong
Chairman and Executive Director

Hong Kong, 3 August 2023

As at the date of this announcement, the Board comprises seven Directors, namely Mr. Fok Yuk Tong (Chairman), Ms. Hsieh Ching Chun, Ms. Fok Kit Yee and Mr. Lee Ho Leung William as executive Directors; and Ms. Chan Hoi Wuen Katherine, Mr. Tong Wing Chi and Mr. Kwan Tsz Chun Sun as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.pfs.com.hk.