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A & S Group (Holdings) Limited
亞洲實業集團(控股)有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1737)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON 13 SEPTEMBER 2023**

The board (the “**Board**”) of directors (the “**Directors**”) of A & S Group (Holdings) Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 13 September 2023 at 3:00 p.m. (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating the notice of the AGM dated 28 July 2023 (the “**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The executive Directors, Mr. Law Kwok Leung Alex, Mr. Law Kwok Ho Simon and Mr. Chiu Tat Ting Albert, the independent non-executive Directors, Mr. Ho Chun Chung Patrick, Mr. Iu Tak Meng Teddy and Mr. Kwan Ngai Kit attended the AGM either in person or by electronic means. Mr. Law Kwok Leung Alex acted as the chairman of the AGM.

The poll results in respect of the Resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditor of the Company for the year ended 31 March 2023.	750,033,600 (100%)	0 (0%)
2.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Board to fix its remuneration.	750,033,600 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
3.	(a) To re-elect Mr. Law Kwok Ho Simon as an executive Director; and	750,033,600 (100%)	0 (0%)
	(b) To re-elect Mr. Ho Chun Chung Patrick as an independent non-executive Director.	750,033,600 (100%)	0 (0%)
4.	To authorise the Board to fix the remuneration of the Directors.	750,033,600 (100%)	0 (0%)
5.	To grant a general mandate granted to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	750,033,600 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	750,033,600 (100%)	0 (0%)
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	750,033,600 (100%)	0 (0%)

The full text of the Resolutions no. 1 to no. 7 appears in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions no. 1 to no. 7, the Resolutions no. 1 to no. 7 proposed at the AGM were duly passed by the Shareholders as ordinary resolutions.

As at the date of the AGM:

- (a) The total number of the shares in issue and entitling the holders to attend and vote for or against all Resolutions at the AGM: 1,000,000,000 shares.
- (b) The total number of shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (c) None of the Shareholders stated their intention in the Circular to vote for or against any of the Resolutions at the AGM.
- (d) None of the Shareholders is required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM.

There was no restriction on any Shareholder casting votes on any of the Resolutions at the AGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote taking at the AGM.

By Order of the Board
A & S Group (Holdings) Limited
Law Kwok Leung Alex
Chairman and Executive Director

Hong Kong, 13 September 2023

As at the date of this announcement, the Board comprises Mr. Law Kwok Leung Alex, Mr. Law Kwok Ho Simon and Mr. Chiu Tat Ting Albert as executive Directors and Mr. Ho Chun Chung Patrick, Mr. Iu Tak Meng Teddy and Mr. Kwan Ngai Kit as independent non-executive Directors.