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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 29 AUGUST 2019

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 28 June 2019. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) as set out in the Notice were duly passed as ordinary resolutions by the Shareholders by way of poll at the AGM held on 29 August 2019. 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 “ Directors ”) and the auditor of the Company for the year ended 31 March 2019	1,570,160,640 (100%)	0 (0%)
2.	(a) To re-elect Mr. Lo Shiu Wing Chester as an executive Director	1,570,160,640 (100%)	0 (0%)
	(b) To re-elect Mr. Ng Shu Bun Andrew as an independent non-executive Director	1,570,160,640 (100%)	0 (0%)
	(c) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors	1,570,160,640 (100%)	0 (0%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Board to fix its remuneration	1,570,160,640 (100%)	0 (0%)

Ordinary Resolutions		No. of votes cast (%)	
		For	Against
4.	To grant a general mandate to the Directors to allot, issue and deal with unissued shares of the Company not exceeding 20% of the aggregate number of the issued shares of the Company*	1,570,160,640 (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*	1,570,160,640 (100%)	0 (0%)
6.	To extend the general mandate to the Directors to allot, issue and deal with unissued shares of the Company of an amount representing the aggregate number of shares of the Company repurchased by the Company*	1,570,160,640 (100%)	0 (0%)

* *The full text of each of the Resolutions was set out in the Notice.*

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 2,000,000,000 shares, which was the total number of shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. There was no share of the Company entitling the Shareholder to attend and 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.

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.

By order of the Board
PF Group Holdings Limited
Lo Tak Wing Benson
Chairman and Executive Director

Hong Kong, 29 August 2019

As at the date of this announcement, the executive Directors are Mr. Lo Tak Wing Benson and Mr. Lo Shiu Wing Chester; the non-executive Director is Mr. Khoo Ken Wee; and the independent non-executive Directors are Mr. Ma Wai Hung Vincent, Mr. Mok Kwai Pui Bill and Mr. Ng Shu Bun Andrew.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 Company Announcements” page of the GEM website at www.hkgem.com 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.