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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 EXTRAORDINARY GENERAL MEETING HELD ON 18 MARCH 2021

The board (the “**Board**”) of directors (the “**Directors**”) of A & S Group (Holdings) Limited (the “**Company**”) is pleased to announce that at the extraordinary general meeting of the Company held at 2/F., 100 QRC, 100 Queen’s Road Central, Central, Hong Kong on Thursday, 18 March 2021 at 11 a.m. (the “**EGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the EGM dated 18 February 2021 (the “**EGM Notice**”) were duly passed as ordinary resolutions 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.

Pursuant to Rule 2.15 of the Listing Rules, any Shareholder who has a material interest in the transaction or arrangement shall abstain from voting on the Resolution approving the transaction or arrangement at the general meeting. As disclosed in the Circular, Dynamic Victor Limited, the associate of Mr. Alex Law and Mr. Simon Law, held 750,000,000 Shares, representing 75% of the entire issued share capital of the Company, were required to and did abstain from voting on the Resolution. There was no restriction on any other Shareholders casting votes on the Resolution at the EGM.

As at the date of the EGM, the total number of issued shares of the Company was 1,000,000,000 shares. The total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the Resolution at the EGM was 250,000,000 Shares, representing approximately 25% of the entire issued share capital of the Company. There were no Shareholders who were entitled to attend and vote only against the Resolution at the EGM. Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on the Resolution at the EGM and no party has stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolution proposed at the EGM.

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

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
1.	To approve the supplemental agreement dated 26 January 2021 entered into among the A & S (HK) Logistics Limited and Gobo Trade Limited (the “ Supplemental Agreement ”) and the transactions contemplated thereunder.	330,000 (100%)	0 (0%)
2.	To approve the revised annual caps in relation to the transactions contemplated under the Supplemental Agreement for the years ending 31 March 2021, 2022 and 2023.	330,000 (100%)	0 (0%)
3.	To approve any one or more directors of the Company (the “ Directors ”) be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents (including under the seal of the company) as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Supplemental Agreement and the transactions contemplated thereunder.	330,000 (100%)	0 (0%)

The full text of the Resolutions appears in the EGM Notice.

As more than 50% of the votes were cast in favour of Resolutions no.1 to no.3 as ordinary resolutions, all the Resolutions proposed at the EGM were duly passed by the Independent Shareholders.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote taking at the EGM.

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

Hong Kong, 18 March 2021

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.