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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 20 AUGUST 2021**

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 2/F., 100 QRC, 100 Queen’s Road Central, Central, Hong Kong on Friday, 20 August 2021 at 10:30 a.m. (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 20 July 2021 (the “**AGM 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.

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 receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors of the Company for the year ended 31 March 2021.	750,010,000 (100%)	0 (0%)
2.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.	750,010,000 (100%)	0 (0%)
3.	(a) To re-elect Mr. Law Kwok Leung Alex as an executive Director and to authorise the Board to fix his Director’s remuneration; and	750,010,000 (100%)	0 (0%)
	(b) To re-elect Mr. Kwan Ngai Kit as an independent non-executive Director and to authorise the Board to fix his Director’s remuneration.	750,010,000 (100%)	0 (0%)
4.	To declare a final dividend of HK3.0 cents per ordinary share for the year ended 31 March 2021.	750,010,000 (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.	750,010,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
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.	750,010,000 (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.	750,010,000 (100%)	0 (0%)

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

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

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 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, 20 August 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.*