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SH GROUP (HOLDINGS) LIMITED

順興集團 (控股) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1637)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 23 AUGUST 2023

The Board is pleased to announce that all Resolutions proposed at the AGM held on 23 August 2023 were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of SH Group (Holdings) Limited (the “**Company**”) dated 25 July 2023 setting out, inter alia, the notice of annual general meeting (the “**AGM**”) of the Company held on 23 August 2023 (the “**Notice of AGM**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the AGM held on 23 August 2023, all resolutions proposed as set out in the Notice of AGM (the “**Resolutions**”) were duly passed by the Shareholders by way of poll.

As at the date of the AGM, there were a total of 400,000,000 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the Resolutions. As such, there were a total of 400,000,000 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling Shareholders to attend and vote on the Resolutions at the AGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the Resolutions according to Rule 13.40 of the Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions.

The full text of the Resolutions was set out in the Notice of the AGM. The poll results of the AGM are as follows:

Ordinary Resolutions	Number of Votes	
	For	Against
1. To receive and adopt the audited consolidated financial statements and the report of the Directors and auditor's report of the Company for the year ended 31 March 2023	308,800,900 (100.00%)	0 (0.00%)
2. (i) To re-elect Mr. Lee Wing Kee as an independent non-executive Director	308,800,900 (100.00%)	0 (0.00%)
(ii) To re-elect Dr. Law Man Wah as an independent non-executive Director	308,800,900 (100.00%)	0 (0.00%)
(iii) To authorise the Board to fix the remuneration of the Directors	308,800,900 (100.00%)	0 (0.00%)
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration	308,800,900 (100.00%)	0 (0.00%)
4. To grant a general mandate to the Directors to allot, issue and otherwise deal with the Shares	300,000,900 (97.15%)	8,800,000 (2.85%)
5. To grant a general mandate to the Directors to repurchase Shares	308,800,900 (100.00%)	0 (0.00%)
6. To add the number of the Shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4	300,000,900 (97.15%)	8,800,000 (2.85%)

As all or a majority of the votes were cast in favour of each of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution of the Company.

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

By order of the Board
SH Group (Holdings) Limited
Yu Cheung Choy
Chairman

Hong Kong, 23 August 2023

As at the date of this announcement, Mr. Yu Cheung Choy, Mr. Lau Man Ching and Mr. Yu Ho Chi are the executive Directors; and Mr. Lam Yim Nam, Mr. Lee Wing Kee and Dr. Law Man Wah are the independent non-executive Directors.