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## **On Real International Holdings Limited**

### **安悦國際控股有限公司**

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8245

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
AND  
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES**

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of On Real International Holdings Limited (the “**Company**”) announces that Ms. Reina Lim Yan Xin (“**Ms. Lim**”) has tendered her resignation as an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee and a member of the nomination committee of the Company with effect from 31 March 2016 due to her recent employment in a professional firm which restricts her to act as a director of a listed company.

Ms. Lim has confirmed that she has no claim against the Company in respect of fees or in respect of compensation for loss of office and there is no disagreement between her and the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to her resignation.

The Company would like to express its gratitude to Ms. Lim for her valuable contributions to the Company during her tenure of service.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Wong Ching Wan (“**Mr. Wong**”) has been appointed as an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee and a member of the nomination committee of the Company with effect from 31 March 2016.

Mr. Wong, aged 49, is a Certified Public Accountant of Australia, Certified Public Accountant of Hong Kong, Certified Professional Accountant of Canada and a fellow member of The Taxation Institute of Hong Kong. He has obtained a Bachelor of Business and Administration from the Chinese University of Hong Kong in 1989 and a Bachelor of Commerce from The University of Southern Queensland in 1992. Also, he has studied in the Professional Master of Business Administration course offered by the Troy State University, the United States of America (the “**USA**”).

Mr. Wong is an independent non-executive director of Huge China Holdings Limited (stock code: 0428), which shares are listed on main board of the Stock Exchange since May 2015. He is currently the company secretary and authorised representative of China Oil Gangran Energy Group Holdings Limited (stock code: 8132), which shares are listed on main board of the Stock Exchange. He is also a director of Network CN, Inc. (stock code: NWCN), which shares are duly traded on the USA. Mr. Wong has more than 25 years of experience in audit, internal control, financial control and capital market. He has held various positions in different companies in the People's Republic of China, the USA and Hong Kong including senior position in multinational companies.

Save as disclosed above, Mr. Wong did not hold any other positions with other members of the Group as at the date of this announcement and any other directorships in public companies in the three years immediately preceding the date of this announcement.

As at the date of this announcement, Mr. Wong does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wong has entered into a letter of appointment with the Company for a term of three years commencing on 31 March 2016 and he is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Wong will hold office until the next following annual general meeting of the Company and will be eligible for re-election at such annual general meeting in accordance with the articles of association of the Company. Mr. Wong is entitled to receive a director's fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing market condition based on the recommendation by the remuneration committee of the Company.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Wong as the independent non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company and there is no other information required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

The Board would like to take this opportunity to express its welcome to Mr. Wong for joining the Company.

By order of the Board  
**On Real International Holdings Limited**  
**Tam Wing Ki**  
*Chairman and Executive Director*

Hong Kong, 31 March 2016

*As at the date of this announcement, the executive Directors are Mr. Tam Wing Ki and Mr. Tao Hong Ming, the non-executive Director is Mr. Chau Wai Hung, Andy and the independent non-executive Directors are Mr. Cheng Yuk Kin, Mr. Fan Chun Wah, Andrew and Mr. Wong Ching Wan.*

*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](http://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.on-real.com](http://www.on-real.com).*