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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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of On Real International Holdings Limited (“**Company**”) will be held at Unit 311, 3/F., Lakeside 1, No. 8 Science Park West Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong on Wednesday, 14 December 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company with or without amendment:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the Subdivided Shares (as defined below), with effect from the business day immediately following the day on which this resolution is passed by the shareholders of the Company:

- (a) every one (1) issued and unissued shares of HK\$0.01 each in the share capital of the Company be subdivided into eight (8) shares of HK\$0.00125 each in the share capital of the Company (the “**Share Subdivision**”); and
- (b) any director of the Company be and is hereby generally authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as he/she may consider necessary or expedient to complete, implement and give effect to any and all the arrangements in connection with Share Subdivision.”

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

Hong Kong, 28 November 2016

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her behalf. A proxy need not be a member of the Company to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. In order to be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Ltd., at 31/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or adjourned meeting (as the case may be).
3. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

As at the date of this announcement, the executive Directors are Mr. Tam Wing Ki, Mr. Fu Yan Ming, Mr. Kwok Ming Fai and Mr. Tao Hong Ming, the non-executive Director is Mr. Chau Wai Hung, Andy and the independent non-executive Directors are Mr. Chan Shiu Man, Mr. Cheng Yuk Kin 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 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.