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On Real International Holdings Limited

安悅國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8245)

CHANGE OF DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Chan Shiu Man (“**Mr. Chan**”) has retired as independent non-executive director, the chairman of the Remuneration Committee, member of the Audit Committee and member of the Nomination Committee with effect from 2 September 2022.

Mr. Chan has confirmed he has no disagreement with the Board and that he is not aware of any matters in relation to his resignation that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chan for his valuable contributions toward the Company during his tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Wong Ming Kwan Victoria (“**Ms. Wong**”) has been appointed as an executive director of the Company with effect from 2 September 2022.

Set out below are the biographical information of Ms. Wong:

Ms. Wong, aged 42, received her education in Vancouver, Canada. She has over 10 years of extensive experience in the finance industry.

Save as disclosed above, Ms. Wong does not hold any other positions with the Company or its subsidiaries. Ms. Wong did not hold any directorships in other listed public companies in the past three years. Ms. Wong does not have any relationship with any of the directors, senior management, substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company. As at the date of this announcement, DD Innovation Limited (“**DD Innovation**”), a company wholly-owned by Ms. Wong, holds 96,590,909 shares of the Company which represents approximately 13.45% of the issued share capital of the Company. By virtue of Part XV of the SFO, Ms. Wong is deemed to be interested in the Shares in which DD Innovation are interested in. In addition, Ms. Wong directly holds 17,045,455 shares of the Company. Together with the shares held by DD Innovation, Ms. Wong holds 113,636,364 shares of the Company which represents 15.82% of the issued share capital of the Company.

Save as disclosed, as at the date of this announcement, there was no other information relating to Ms. Wong that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there was no other matter in relation to the appointment of Ms. Wong which needs to be brought to the attention of the shareholders of the Company.

Ms. Wong has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Ms. Wong will be appointed for a term of two years commencing on 2 September 2022 and 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. Ms. 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. Ms. Wong is entitled to receive a director’s fee of HK\$240,000 per annum which is determined with reference to her duties and responsibilities with the Company and the prevailing market condition based on the recommendation by the remuneration committee of the Company.

Taking this opportunity, the Board would like to extend its warmest welcome to Ms. Wong to the Board and Ms. Wong on her new position.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Ip Sin Nam Ingrid (“**Ms. Ip**”) has been appointed as an independent non-executive director, a member of the Audit Committee, a member of Remuneration Committee and a member of the Nomination Committee of the Company with effect from 2 September 2022.

Set out below are the biographical information of Ms. Ip:

Ms. Ip, aged 27, graduated from Boston University with a Bachelor's of Arts in Psychology and a Bachelor's of Science in Communications, majoring in Public Relations. She has extensive experience in project management, marketing, and business development in the financial services industry.

Save as disclosed above, Ms. Ip does not hold any other positions with the Company or its subsidiaries. Ms. Ip did not hold any directorships in other listed public companies in the past three years. Ms. Ip does not have any relationship with any of the directors, senior management, substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company. As at the date of this announcement, Rainbow Kingdom Limited ("**Rainbow Kingdom**"), a company wholly-owned by Ms. Ip, holds 3,214,600 shares of the Company which represents approximately 0.45% of the issued share capital of the Company. By virtue of Part XV of the SFO, Ms. Ip is deemed to be interested in the Shares in which Rainbow Kingdom are interested in.

Save as disclosed, as at the date of this announcement, there was no other information relating to Ms. Ip that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there was no other matter in relation to the appointment of Ms. Ip which needs to be brought to the attention of the shareholders of the Company.

Ms. Ip has entered into a letter of appointment with the Company. Pursuant to the letter of appointment, Ms. Ip will be appointed for a term of two years commencing on 2 September 2022 and 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. Ms. Ip 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. Ms. Ip is entitled to receive a director's fee of HK\$120,000 per annum which is determined with reference to her duties and responsibilities with the Company and the prevailing market condition based on the recommendation by the remuneration committee of the Company.

Taking this opportunity, the Board would like to extend its warmest welcome to Ms. Ip to the Board and Ms. Ip on her new position.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that following the retirement of Mr. Chan, Mr. Sheng Wei has been appointed as the chairman of the Remuneration Committee with effect from 2 September 2022.

By order of the Board
On Real International Holdings Limited
Zhu Xiu Zhi
Executive Director

Hong Kong, 2 September 2022

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Yeung Shing Wai, Mr. Au Yeung Yiu Chung, Ms. Zhu Xiu Zhi and Ms. Wong Ming Kwan Victoria; and three independent non-executive Directors, namely Mr. Choi Pun Lap, Mr. Sheng Wei and Ms. Ip Sin Nam.

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.