



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)

THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 31 DECEMBER 2021

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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*This announcement, for which the directors (the “**Directors**”) of On Real International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (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.*

FINANCIAL HIGHLIGHTS (UNAUDITED)

- Revenue of the Company for the nine months ended 31 December 2021 amounted to approximately HK\$88.1 million, representing a significant decrease of approximately 60.6% as compared with that of approximately HK\$223.7 million for the nine months ended 31 December 2020.
- Loss attributable to the owner of the Company for the nine months ended 31 December 2021 amounted to approximately HK\$34.0 million compared with loss of approximately HK\$19.4 million for the nine months ended 31 December 2020.
- Basic and diluted loss per share for the nine months ended 31 December 2021 amounted to approximately HK cents 5.68 (for the nine months ended 31 December 2020: HK cents 3.24).
- The Board does not recommend the payment of any dividend in respect of the nine months ended 31 December 2021 (for the nine months ended 31 December 2020: nil).

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 31 December 2021

The board of Directors (the “**Board**”) is pleased to announce the unaudited consolidated results of the Group for the nine months ended 31 December 2021, together with the comparative figures for the corresponding period in 2020 which have been reviewed and approved by the Audit Committee, as follows:

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Revenue	3	33,500	36,643	88,056	223,736
Cost of sales		(34,339)	(37,932)	(87,336)	(214,058)
Gross profit (loss)		(839)	(1,289)	720	9,678
Other income	4	332	4,725	777	6,836
Other losses	5	(423)	(1,127)	(587)	(2,812)
Selling and distribution expenses		(269)	(1,012)	(1,063)	(3,200)
Administrative expenses		(7,787)	(5,501)	(33,452)	(28,167)
Finance costs	6	(138)	(195)	(376)	(1,550)
Loss before income tax	7	(9,124)	(4,399)	(33,981)	(19,215)
Income tax expense	8	—	(14)	—	(169)
Loss for the period		(9,124)	(4,413)	(33,981)	(19,384)
Other comprehensive income (expense)					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
Exchange differences arising on translation of foreign operations		(87)	4,240	434	3,727
Total comprehensive expense for the period		(9,211)	(173)	(33,547)	(15,657)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 31 December 2021

	Three months ended 31 December		Nine months ended 31 December	
<i>Notes</i>	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Loss for the period attributable to:				
Owners of the Company	(9,124)	(4,413)	(33,981)	(19,384)
Non-controlling interest	—	—	—	—
	(9,124)	(4,413)	(33,981)	(19,384)
	(9,124)	(4,413)	(33,981)	(19,384)
Total comprehensive expense for the period attributable to:				
Owners of the Company	(9,211)	(173)	(33,547)	(15,657)
Non-controlling interest	—	—	—	—
	(9,211)	(173)	(33,547)	(15,657)
	(9,211)	(173)	(33,547)	(15,657)
Loss per share (HK Cents)				
Basic and diluted	9	(1.52)	(0.74)	(5.68)
		(1.52)	(0.74)	(5.68)
		(1.52)	(0.74)	(5.68)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the nine months ended 31 December 2021

	Attributable to owners of the Company								
				PRC					
	Share capital	Share premium	Capital reserve	statutory reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 April 2021 (Audited)	7,481	93,897	1,465	2,670	3,034	(77,553)	30,994	63	31,057
Loss for the period	—	—	—	—	—	(33,981)	(33,981)	—	(33,981)
Other comprehensive income									
Exchange differences arising on translation of foreign operations	—	—	—	—	434	—	434	—	434
Total comprehensive expense	—	—	—	—	434	(33,981)	(33,547)	—	(33,547)
Balance at 31 December 2021 (Unaudited)	<u>7,481</u>	<u>93,897</u>	<u>1,465</u>	<u>2,670</u>	<u>3,468</u>	<u>(111,534)</u>	<u>(2,553)</u>	<u>63</u>	<u>(2,490)</u>

	Attributable to owners of the Company								
				PRC					
	Share capital	Share premium	Capital reserve	statutory reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 April 2020 (Audited)	7,481	93,897	1,465	2,670	909	(42,972)	63,450	68	63,518
Loss for the period	—	—	—	—	—	(19,384)	(19,384)	—	(19,384)
Other comprehensive income									
Exchange differences arising on translation of foreign operations	—	—	—	—	3,727	—	3,727	—	3,727
Total comprehensive income (expense)	—	—	—	—	3,727	(19,384)	(15,657)	—	(15,657)
Balance at 31 December 2020 (Unaudited)	<u>7,481</u>	<u>93,897</u>	<u>1,465</u>	<u>2,670</u>	<u>4,636</u>	<u>(62,356)</u>	<u>47,793</u>	<u>68</u>	<u>47,861</u>

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 30 June 2014 as an exempted company with limited liability under Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised), of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business was G/F., 200 Hennessy Road, Wan Chai, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are designing, trading and manufacturing of two-way radios, baby monitors, other communication devices and servicing business of the above products.

The Company was listed on the GEM on 30 September 2015.

This unaudited condensed consolidated financial information is presented in thousands of Hong Kong dollars (“**HK\$’000**”), unless otherwise stated.

2 BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

This unaudited condensed consolidated third quarterly financial information for the nine months ended 31 December 2021 has been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by HKICPA and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”).

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2021 are consistent with those used in the audited consolidated financial statements for the year ended 31 March 2021 and should be read in conjunction with the consolidated annual financial statements for the year ended 31 March 2021.

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2021 have not been audited by the Company’s independent auditor but have been reviewed by the Company’s audit committee.

The preparation of the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2021 is in conformity with the HKFRSs requirements in the use of certain critical accounting estimates. The HKFRSs also require the management to exercise their judgements in the process of applying the Group’s accounting policies.

3 SEGMENT INFORMATION

Total revenue recognised during the respective period are as follows:

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Sales of goods	33,500	36,643	88,056	216,023
Sales of service	—	—	—	7,713
	<u>33,500</u>	<u>36,643</u>	<u>88,056</u>	<u>223,736</u>

The revenue from external parties is derived from numerous external customers and the revenue reported to the management is measured in a manner consistent with that in the condensed consolidated income statements.

The Group is principally engaged in the designing, trading and manufacturing of two-way radios, baby monitors, other communication devices and servicing business of the above products.

The executive Directors have been identified as the chief operating decision makers. The executive Directors have determined the operating segments based on the reports reviewed by them that are used to make strategic decisions.

Management considers the business from a product perspective whereby management assesses the performance of two-way radios, baby monitors, other communication devices and servicing business based on gross profit arising in the course of the ordinary activities which are recurring in nature.

Capital expenditure comprises additions to property, plant and equipment.

The segment information provided to the executive Directors for the reportable segments for the nine months ended 31 December 2021 and 31 December 2020 is as follows:

	Two-way radio HK\$'000 (Unaudited)	Baby monitors HK\$'000 (Unaudited)	Service business HK\$'000 (Unaudited)	Other products (Note i) HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
For the nine months ended 31 December 2021					
Total segment revenue (from external customers)	65,778	587	—	21,691	88,056
Segment results for the period	555	6	—	159	720
Other segment item:					
Depreciation of property, plant and equipment	1	1	—	1	3
For the nine months ended 31 December 2020					
Total segment revenue (from external customers)	172,685	2,874	7,713	40,464	223,736
Segment results for the period	6,659	47	361	2,611	9,678
Other segment item:					
Depreciation of property, plant and equipment	546	2	17	155	720

Note (i): Other products include transistors, integrated circuits, plastic casings, rechargeable battery chargers, ultrasonic cleansers, inductive emergency flashlights, LCD display module and accessories such as headsets, belt clips, chargers and power adaptors etc.

A reconciliation of total segment result to the loss for the respective period is provided as follows:

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Segment results	<u>(839)</u>	<u>(1,289)</u>	<u>720</u>	<u>9,678</u>
Other income	332	4,725	777	6,836
Other losses	(423)	(1,127)	(587)	(2,812)
Selling, distribution and administrative expenses	(8,056)	(6,513)	(34,515)	(31,367)
Finance costs	<u>(138)</u>	<u>(195)</u>	<u>(376)</u>	<u>(1,550)</u>
Loss before income tax	<u>(9,124)</u>	<u>(4,399)</u>	<u>(33,981)</u>	<u>(19,215)</u>

An analysis of revenue by geographic location, based on shipping destination, is set out below:

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
The United States of America	—	2,993	—	72,843
Europe (<i>Note 1</i>)	3,169	2,730	7,055	8,376
The Netherlands	—	788	—	3,540
Asia (<i>Note 2</i>)	30,331	30,131	81,001	86,190
The United Kingdom (“UK”)	—	—	—	4,962
Germany	—	—	—	46,172
Others (<i>Note 3</i>)	—	1	—	1,653
	<u>33,500</u>	<u>36,643</u>	<u>88,056</u>	<u>223,736</u>

Note 1: Europe includes but is not limited to France, Italy and Belgium but excludes UK, Germany and the Netherlands.

Note 2: Asia includes but is not limited to the PRC and Hong Kong.

Note 3: Others include but is not limited to Brazil, Canada and Russia.

Revenue is allocated based on the shipping destination.

4 OTHER INCOME

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Bank interest income	28	26	117	83
Gain on disposal of non-current assets	37	64	132	443
Sales of scrap materials	12	7	28	26
Others	255	4,628	500	6,284
	<u>332</u>	<u>4,725</u>	<u>777</u>	<u>6,836</u>

5 OTHER LOSSES

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Exchange losses, net	(423)	(1,127)	(587)	(2,140)
Losses on disposal of subsidiary	—	—	—	(672)
	<u>(423)</u>	<u>(1,127)</u>	<u>(587)</u>	<u>(2,812)</u>

6 FINANCE COSTS

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Interest on:				
— bank and other borrowings	130	195	348	1,540
— lease liabilities	8	—	28	10
	<u>138</u>	<u>195</u>	<u>376</u>	<u>1,550</u>

7 LOSS BEFORE INCOME TAX

	Three months ended 31 December		Nine months ended 31 December	
	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)
Cost of inventories				
recognised as expenses	23,453	27,430	60,435	179,711
Employee benefit expenses	12,183	3,953	26,765	12,608
Subcontracting fees	—	6,861	6,158	21,622
Amortisation of intangible assets	—	173	—	526
Depreciation				
— Property, plant and equipment	2	316	3	1,001
— Rights-of-use assets	47	45	141	136
Expenses relating to short-term leases and other leases with lease terms and within 12 months of the date of initial application of HKFRS 16	408	412	1,641	1,536
	<u>408</u>	<u>412</u>	<u>1,641</u>	<u>1,536</u>

8 INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax and PRC enterprise income tax has been made as the Group did not have any assessable profits for the nine months ended 31 December 2021.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% during the nine months ended 31 December 2021.

The amount of income tax expense charged to the condensed consolidated statement of profit or loss and other comprehensive income represents:

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current tax:				
PRC Enterprise Income Tax	<u>—</u>	<u>14</u>	<u>—</u>	<u>169</u>

9 LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the loss for the period attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Loss attributable to owners of the Company (<i>HK\$'000</i>)	(9,124)	(4,413)	(33,981)	(19,384)
Weighted number of ordinary shares in issue ('000) (<i>Note</i>)	598,500	598,500	598,500	598,500
Basic loss per share (<i>HK cents per share</i>)	<u>(1.52)</u>	<u>(0.74)</u>	<u>(5.68)</u>	<u>(3.24)</u>

(b) Diluted

Diluted loss per share is the same as basic loss per share as there were no potential outstanding shares during the respective periods.

10 DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the nine months ended 31 December 2021 (for the nine months ended 31 December 2020: nil).

11 RELATED-PARTY TRANSACTIONS

For the purposes of these unaudited condensed consolidated financial statements, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business during the three and nine months ended 31 December 2021 and 31 December 2020.

Transactions with related parties

	Three months ended		Nine months ended	
	31 December		31 December	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Rental expenses charged by a related company	670	522	1,862	1,529

Note:

Rental expenses charged was paid to Xinxing On Time Electronics Limited. Mr. Tam Wing Ki (“**Mr. Tam**”), the ex-director and ex-chairman of the Company, has direct interest in the relevant party. Subsequent to resignation of the director and chairman of the Company, Mr. Tam is still acting as director of certain subsidiaries and one of the key management personnel of the Group.

12 EVENTS AFTER REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 31 December 2021 and up to the date of this announcement.

MANAGEMENT DISCUSSION AND ANALYSIS

The Board is pleased to present the unaudited condensed consolidated results of the Group for the nine months ended 31 December 2021, together with the unaudited comparative figures for the corresponding period in 2020.

BUSINESS REVIEW

The Group is a two-way radio product designer and manufacturer established in 2001. We derive the revenue principally from designing, manufacturing and selling two-way radios and baby monitor products on original design manufacturing basis.

The Group's revenue decreased from approximately HK\$223.7 million for the nine months ended 31 December 2020 to approximately HK\$88.1 million for the nine months ended 31 December 2021, representing a decrease of approximately 60.6%. Such decrease was mainly due to (i) order reducing from our customers due to the trade war between the People's Republic of China and the United States; (ii) the delay of sales orders affected by the knockdown of transportation due to the effect of Novel Coronavirus ("COVID-19"); and (iii) the delay of material supply especially Integrated Circuit ("IC chips") due to the global shortage of raw materials.

The Group's revenue of two-way radios decreased by approximately 61.9% from approximately HK\$172.7 million for the nine months ended 31 December 2020 to approximately HK\$65.8 million for the nine months ended 31 December 2021. The reason for the decrease was that the sales orders were delayed due to the knockdown of transportation and the lack of raw materials under the effect of COVID-19 during the nine months ended 31 December 2021.

The Group's revenue of baby monitor decreased by approximately 79.6% from approximately HK\$2.9 million for the nine months ended 31 December 2020 to approximately HK\$0.6 million for the nine months ended 31 December 2021 mainly due to the decrease in demand of our audio baby monitor products.

The Group did not derive any revenue from servicing business for the nine months ended 31 December 2021 (2020: approximately HK\$7.7 million). This was mainly due to the provision of electronic manufacturing servicing business for the nine months ended 31 December 2020 while no such order was made during the nine months ended 31 December 2021.

The Group's revenue of other products decreased by approximately 46.4% from approximately HK\$40.5 million for the nine months ended 31 December 2020 to approximately HK\$21.7 million for the nine months ended 31 December 2021 mainly due to the decrease in demand and decrease of number of purchase orders from our other products.

The Company will continue to diversify the revenue stream and expand the customer base by expanding product offerings and exploring business opportunity with current and potential customers.

The following tables set forth the breakdowns of the revenue of the Group by product/service categories for the nine months ended 31 December 2021:

	Unaudited					
	Nine months ended 31 December					
	2021		2020		Decrease	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Two-way radio	65,778	74.7	172,685	77.2	(106,907)	61.9
Baby monitors	587	0.7	2,874	1.3	(2,287)	79.6
Service business	—	—	7,713	3.4	(7,713)	100.0
Other products	21,691	24.6	40,464	18.1	(18,773)	46.4
Total	88,056	100.0	223,736	100.0	(135,680)	60.6

PROSPECT

Our business objectives are to grow our existing business by strengthening our product portfolio, enhancing our information management system and enhancing our marketing efforts. We will continue to look for opportunities to diversify our revenue stream, search for new product and to leverage our developed sales channels and network for distributing related products.

In coming year, the Group will continue to spend effort in research and development on new product line and seek for new customers and sales channels. We will also continue to subcontract partial of our manufacturing and operation activities to reduce the fix overhead and to enhance the flexibility in terms of fixed cost commitment. We will continue to put effort in developing new model of our products and diversify our revenue streams which are expected to bring growth potential for turnover to the Group and returns to the shareholders of the Company (the “Shareholders”). The Group will enhance our business revenue and

profitability by introducing new product categories and/or leveraging our research and development capability to provide design engineering service to our customers. The Group will look for and consider potential investment business opportunities from time to time.

The economic downturn caused by impact of COVID-19 and the effect of trade war between the People's Republic of China and United States have brought about additional uncertainties to the Group's operating environment and may impact the Group's operations and financial position. The Group will continue to keep track of development of the COVID-19 and trade war and to evaluate their impacts on the Group's financial position, cash flows and operating results. The Group holds a positive and optimistic attitude to react proactively to its possible impact on Group's performance.

FINANCIAL REVIEW

Cost of Sales and Gross Profit

The majority of the Group's cost of sales comprised of raw material cost, product costs, direct labour costs and subcontracting fees. The cost of sales decreased by approximately 59.2% from HK\$214.1 million for the nine months ended 31 December 2020 to approximately HK\$87.3 million for the nine months ended 31 December 2021. The gross profit ratio decreased from approximately 4.3% for the nine months ended 31 December 2020 to approximately 0.8% for the nine months ended 31 December 2021. The reason for the decrease in gross profit was that the proportion of the decrease in revenue outweigh the fixed overhead especially the staff costs.

Selling and Distribution Expenses

The selling and distribution expenses decreased from approximately HK\$3.2 million for the nine months ended 31 December 2020 to approximately HK\$1.1 million for the nine months ended 31 December 2021, which was mainly due to less transportation expenses and certification cost incurred compared with corresponding period in 2020.

Administrative Expenses

The administrative expenses increased from approximately HK\$28.2 million for the nine months ended 31 December 2020 to approximately HK\$33.5 million for the nine months ended 31 December 2021, which was mainly due to increase of research and development fee.

Loss attributable to the owners of the Company

Loss attributable to the owners of the Company for the nine months ended 31 December 2021 amounted approximately HK\$34.0 million compared to a loss of approximately HK\$19.4 million for the nine months ended 31 December 2020. The reason for the increase in the loss was mainly contributed by the proportion of the decrease in revenue due to trade war, COVID-19 and shortage of raw materials which outweigh the fixed overhead especially the staff costs.

Dividend

The Board does not recommend the payment of a dividend for the nine months ended 31 December 2021 (for the nine months ended 31 December 2020: nil).

Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

As at 31 December 2021, the Group did not hold any significant investments.

The Group did not have material investment and disposal during nine months ended 31 December 2021.

The Group did not have any other immediate plans for material investment and capital assets as at the date of this announcement.

FUND RAISING ACTIVITIES

Share Consolidation, Change in Board Lot Size, Authorised Share Capital Increase and Rights Issue

Details of the Share Consolidation, Authorised Share Capital Increase and Right Issue were set out in the Company's announcements (the "**Announcements**") dated 24 December 2019 and 4 February 2020, the Company's circular (the "**Circular**") dated on 15 January 2020 and the Company's prospectus (the "**Prospectus**") dated on 18 February 2020 in relation to the Rights Issue. Unless otherwise defined, capitalized terms used herein shall bear the same meanings ascribed thereto in the Announcements.

On 24 December 2019, the Board proposed to the shareholders of the Company (the "**Shareholders**") to effect the Share Consolidation which involved the consolidation of every ten (10) issued and unissued Existing Shares of par value HK\$0.00125 each into one (1) Consolidated Share of par value of HK\$0.0125. The Board also proposed to change the board

lot size for trading on the Stock Exchange from 5,000 Existing Shares to 10,000 Consolidated Shares upon the Share Consolidation having become effective.

Also, the Company proposed to increase the Company's authorised share capital (conditional on the Share Consolidation having become effective) from HK\$7,800,000 divided into 624,000,000 Consolidated Shares to HK\$39,000,000 divided into 3,120,000,000 Consolidated Shares by the creation of an additional 2,496,000,000 Consolidated Shares.

The Board proposed, subject to, amongst others, the Share Consolidation and the Authorised Share Capital Increase becoming effective, to implement the Rights Issue on the basis of one (1) Rights Share for every two (2) Consolidated Shares held on the Record Date at the Subscription Price of HK\$0.1 per Rights Share, to raise gross proceeds of approximately HK\$19.95 million before expenses, by way of the Rights Issue of 199,500,000 Rights Shares to the Qualifying Shareholders.

The Company provisionally allotted to the Qualifying Shareholders one Rights Share in nil-paid form for every two Consolidated Shares in issue and held on the Record Date. The Rights Issue was not available to the Excluded Shareholders.

The net proceeds from the Rights Issue after deducting all necessary expenses were to be approximately HK\$17.8 million, which were intended to be applied in following manner: (i) as to approximately HK\$14.1 million, being approximately 79.2%, for expansion of existing business and/or acquisition of and/or investment in business(es) which leverage on the competitive advantage of the Group should suitable opportunities arise; and (ii) remaining net proceeds of approximately HK\$3.7 million, being approximately 20.8%, for general working capital of the Group.

On 4 February 2020, all the resolutions of Share Consolidation and Authorised Share Capital Increase were duly passed by the Shareholders by way of poll at the EGM. As all the conditions of the Share Consolidation had been fulfilled, the Share Consolidation and Authorised Share Capital Increased had taken effect on 6 February 2020.

On 6 March 2020, all conditions set out in the underwriting agreement relating to the Rights Issue had been fulfilled and the Rights Issue became unconditional. The gross proceeds raised from the Rights Issue are approximately HK\$19.95 million before expenses.

Details of the Rights Issue and Underwriting Agreement were set out in the Announcements, Circular and Prospectus.

As at 31 December 2021, the net proceeds of the Rights Issue had been utilised as follows:

	Actual net proceeds allocated HK\$ Million	Amount utilised up to 31 December 2021 HK\$ Million	Balance as at 31 December 2021 HK\$ Million
Share Consolidation, Change in Board Lot Size, Authorised Share Capital Increase and Rights Issue (completion on 11 March 2020)			
Expansion of existing business and/or acquisition of and/or investment in business(es) which leverage on the competitive advantage of the Group	14.1	14.1	—
General working capital	3.7	3.7	—
	<u>14.1</u>	<u>14.1</u>	<u>—</u>

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2021, none of the Directors or chief executive of the Company or their associates had any interests and short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to have taken under the provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be recorded into the register referred to therein; or (iii) which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange. There were no debt securities issued by the Group during the nine months ended 31 December 2021.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2021, so far as known to the Directors, the following shareholders had, or were deemed to have, interests or short positions, in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long positions in shares of the Company

Name	Capacity/ Nature of interest	Number of Shares interested or held	Percentage of interest
Solution Smart Holdings Limited (“ Solution Smart ”) (Note 1)	Beneficial owner	112,589,600	18.81%
Mr. Chung Wai Sum (“ Mr. Chung ”) (Note 1)	Interest in a controlled corporation	112,589,600	18.81%
SMK Investment Company Limited (“ SMK ”) (Note 2)	Beneficial owner	90,997,600	15.20%
Mr. Kor Sing Mung Michael (Note 2)	Interest in a controlled corporation	90,997,600	15.20%

Notes:

1. Mr. Chung Wai Sum is the sole beneficial shareholder of Solution Smart. Therefore, Mr. Chung is deemed to be interested in 112,589,600 shares of the Company held by Solution Smart under the SFO.
2. Mr. Kor Sing Mung Michael is the sole beneficial shareholder of SMK. Therefore, Mr. Kor Sing Mung Michael is deemed to be interested in 90,997,600 shares of the Company held by SMK under the SFO.
3. All interests stated above represent long positions in the relevant shares.

Save as disclosed above, the Directors are not aware of any other person (other than a Director or the chief executive of the Company) who has an interest or short position in the shares or underlying shares (including interest in options, if any) of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 December 2021.

DIRECTORS' INTEREST IN CONTRACTS

Apart from the transactions disclosed under the heading “Related Party Transactions” as set out in note 11 of this announcement, there were no other contracts of significance in relation to the Group’s business to which the Group was a party and which a Director had a material interest, whether directly or indirectly, subsisted during the nine months ended 31 December 2021.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the nine months ended 31 December 2021, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

CORPORATE GOVERNANCE

The Company is committed to ensure a high standard of corporate governance in the interests of the Shareholders and devotes considerable effort to maintain high level of business ethics and corporate governance practices. The Company has complied with the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules throughout the nine months ended 31 December 2021. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the nine months ended 31 December 2021.

The Company fully complied with all the Code Provisions throughout the nine months ended 31 December 2021.

DIRECTORS' SECURITIES TRANSACTIONS

The Group had adopted Rules 5.46 to Rules 5.67 of the GEM Listing Rules (“**Model Code**”) as its own code of conduct regarding Directors’ securities transactions on terms no less exacting than the required standard of dealings.

Having made specific enquiry with all the Directors and all the Directors of the Company had confirmed compliance with the required standard of dealings and the code of conduct for Directors’ securities transactions during the nine months ended 31 December 2021.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the nine months ended 31 December 2021.

SHARE OPTION SCHEME

The share option scheme of the Company (“**Scheme**”) was adopted pursuant to a resolution passed by the Company’s shareholders on 16 September 2015 for the primary purpose is to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Scheme include any employees, any executives, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Scheme is adopted, after which period no further share options will be granted but the provisions of the Scheme shall in all other respects remain in full force and effect and share options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue. The principal terms of which were summarized in the paragraph headed “Share Option Scheme” in Appendix IV to the Company’s Prospectus dated 18 September 2015. No share options had been granted, agreed to be granted, exercised, cancelled, expired or lapsed under the Scheme during the nine months ended 31 December 2021. The Company did not have any outstanding share options, warrants and convertible instruments into shares as at 31 December 2021 and the date of this announcement. The total number of shares of the Company which may be issued upon the exercise of all options to be granted under the Scheme was 26,880,000 shares (adjusted as a result of share consolidation effected on 6 February 2020) of the Company, representing approximately 4.5% of the issued share capital of the Company as at 31 December 2021 and the date of this announcement.

AUDIT COMMITTEE

The existing audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, chaired by Mr. Wong Ching Wan and the other two members are Mr. Chan Shiu Man and Mr. Cheng Chai Fu.

The unaudited third quarterly financial results of the Group for the nine months ended 31 December 2021 have been reviewed by the Audit Committee.

EVENTS AFTER REPORTING PERIOD

There were no significant events since 31 December 2021 and up to the date of this announcement.

By Order of the Board
On Real International Holdings Limited
Chan Lung Ming
Chairman and Executive Director

Hong Kong, 11 February 2022

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chan Lung Ming, Mr. Yeung Shing Wai and Ms. Sin Pui Ying; one non-executive Director, namely Mr. Tao Hong Ming; and three independent non-executive Directors, namely Mr. Chan Shiu Man, Mr. Wong Ching Wan and Mr. Cheng Chai Fu.

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.