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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

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 SEPTEMBER 2019

The Board is pleased to announce that the 2019 AGM was held on 20 September 2019 and all the resolutions set out in the AGM Notice, except for the resolution no. 2(a) in relating to the re-election of Mr. Fu Yan Ming as an executive Director and resolution no. 2(b) in relating to the re-election of Mr. Kwok Ming Fai as an executive Director which have been withdrawn due to their resignation on 20 September 2019, were duly passed by shareholders as ordinary resolutions by way of poll at the AGM.

POLL RESULTS OF THE 2019 AGM

Reference is made to the notice of the annual general meeting (the “**2019 AGM**”) and the circular (the “**Circular**”) of On Real International Holdings Limited (the “**Company**”) dated 23 August 2019. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The board (the “**Board**”) of directors (the “**Director(s)**”) is pleased to announce that at the 2019 AGM held on 20 September 2019, all the resolutions set out in the notice dated 23 August 2019 convening the 2019 AGM, except for the resolution no. 2(a) in relating to the re-election of Mr. Fu Yan Ming as an executive Director and resolution no. 2(b) in relating to the re-election of Mr. Kwok Ming Fai as an executive Director which had been withdrawn due to their resignation on 20 September 2019, were duly passed by shareholders as ordinary resolutions by way of poll.

As at the date of the 2019 AGM held on 20 September 2019, there were a total of 3,990,000,000 Shares in issue. None of shareholders were required to abstain from voting on any of the resolutions at the 2019 AGM. As such, there were a total of 3,990,000,000 Shares, representing the entire issued share capital of the Company, entitling shareholders to attend and vote for or against the resolutions proposed at the 2019 AGM. There were no shareholders who were entitled to attend and vote only against the resolutions proposed at the 2019 AGM. None of shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the 2019 AGM.

Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar and transfer agent in Hong Kong, acted as the scrutineer for poll vote at the 2019 AGM. For all the following resolutions, shareholders, authorised proxies and authorised representatives holding in aggregate of 2,096,057,600 Shares, representing approximately 52.53% of the total voting Shares, were present at the 2019 AGM. The voting results of the poll taken at the 2019 AGM in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the report of the directors of the Company and independent auditor's report for the year ended 31 March 2019.	2,096,057,600 (100%)	0 (0%)
2.	(a) To re-elect Mr. FU Yan Ming as an executive Director.	N/A*	N/A*
	(b) To re-elect Mr. KWOK Ming Fai as an executive Director.	N/A*	N/A*
	(c) To re-elect Mr. CHAN Chung Yin Victor as a non-executive Director.	2,096,057,600 (100%)	0 (0%)
3.	To authorise the Board of Directors to fix the Directors' remunerations	2,096,057,600 (100%)	0 (0%)
4.	To appoint Elite Partners CPA Limited as the auditor of the Company and authorise the Board of Directors to fix its remuneration.	2,096,057,600 (100%)	0 (0%)
5.	(A) To grant a general mandate to the Directors to issue new Shares (ordinary resolution No. 5(A) of the notice of annual general meeting).	2,096,057,600 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase Shares (ordinary resolution No. 5(B) of the notice of annual general meeting).	2,096,057,600 (100%)	0 (0%)
	(C) To extend the general mandate to the Directors to issue new Shares (ordinary resolution No. 5 (C) of the notice of annual general meeting).	2,096,057,600 (100%)	0 (0%)

* As set out in the announcement of the Company dated 19 September 2019, Mr. Fu Yan Ming and Mr. Kwok Ming Fai have resigned as executive Directors with effect from 20 September 2019. The proposed ordinary resolution numbered 2(a) and 2(b) in respect of the re-election of Mr. Fu Yan Ming and Mr. Kwok Ming as executive Director as set out in the 2019 AGM notice had been withdrawn and were not put forward for consideration and approval by shareholders at the 2019 AGM.

As more than 50% of the votes were cast by way of poll in favour of each of the resolutions numbered 1 and 2(c) to 5(C) at the 2019 AGM, such resolutions proposed were duly passed as ordinary resolutions at the 2019 AGM.

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

Hong Kong, 20 September 2019

As at the date of this announcement, the Board comprises one executive Director, namely Mr. Tam; one non-executive Director, namely Mr. Chan Chung Yin Victor; and two independent non-executive Directors, namely Mr. Wong Ching Wan and Mr. Chan Shiu Man.

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.