

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

**Case Number:** \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name:** On Real International Holdings Limited

**Stock code (ordinary shares):** 8245

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 2 August 2017.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 30 September 2015

Name of Sponsor(s): Quam Capital Limited

Names of directors:  
(*please distinguish the status of the directors*  
*- Executive, Non-Executive or Independent*  
*Non-Executive*)

**Executive Directors**  
Mr. Tam Wing Ki ("Mr. Tam")  
Mr. Gao Hong  
Mr. Fu Yan Ming  
Mr. Kwok Ming Fai  
Mr. Tao Hong Ming

**Independent Non-executive Directors**  
Mr. Chan Shiu Man  
Mr. Fung Chan Man, Alex  
Mr. Wong Ching Wan

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Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of shares	Approximate percentage of shareholding
Solution Smart Holdings Limited ( <b>"Solution Smart"</b> )	1,125,896,000	29.32%
SW Venture Asia Limited ( <b>"SW Venture Asia"</b> ) (Note 1)	1,125,896,000	29.32%
Mr. Yeung Shing Wai ( <b>"Mr. Yeung"</b> ) (Note 1)	1,125,896,000	29.32%
SMK Investment Company Limited( <b>"SMK"</b> )	898,176,000	23.39%
Mr. Tam (Note 2)	898,176,000	23.39%
Ms. Tang Yin Ping ( <b>"Ms. Tang"</b> ) (Note 3)	898,176,000	23.39%
Huge China Holdings Limited	210,230,000	5.47%
Mr. Zhang Jun	209,247,000	5.45%
Mr. Gao Hong (Note 4)	6,000,000	0.16%

*Notes:*

1). Mr. Yeung is the sole beneficial shareholder of SW Venture Asia, which is the sole beneficial shareholder of Solution Smart. Therefore, Mr. Yeung and SW Venture Asia are deemed to be interested in the Shares in which Solution Smart is interested for the purpose of the SFO.

2). Mr. Tam is the sole beneficial shareholder of SMK. Therefore, Mr. Tam is deemed to be interested in the Shares in which SMK is interested for the purpose of the SFO.

3). Ms. Tang is the spouse of Mr. Tam. Therefore, Ms. Tang is deemed to be interested in the Shares in which Mr. Tam is interested for the purpose of the SFO.

4). Mr. Gao Hong is the executive director of the Company.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

Head office and principal place of business: Shop Space No. 66, Ground Floor,  
Blocks 7-14, City Garden, No. 233 Electric Road,  
Hong Kong

Web-site address (if applicable): [www.on-real.com](http://www.on-real.com)

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Share registrar: **Boardroom Share Registrars (HK) Limited**  
31/F, 148 Electric Road, North Point  
Hong Kong

Auditors: **SHINEWING (HK) CPA Limited**  
43/F., The Lee Gardens, 33 Hysan Avenue,  
Causeway Bay, Hong Kong

**B. Business activities**

The Group is a two-way radio product designer and manufacturer, which is principally engaged in designing, manufacturing and selling two-way radios and baby monitor products on ODM basis.

**C. Ordinary shares**

Number of ordinary shares in issue: 3,840,000,000

Par value of ordinary shares in issue: HK\$0.00125

Board lot size (in number of shares): 5,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

**E. Other securities**

Details of any other securities in issue.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

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The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Tam Wing Ki .....

Gao Hong .....

Fu Yan Ming .....

Kwok Ming Fai .....

Tao Hong Ming .....

Chan Shiu Man .....

Fung Chan Man, Alex .....

Wong Ching Wan .....

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*