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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

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rules 23.06A of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of On Real International Holdings Limited (the “**Company**”) hereby announces that the Board had resolved to grant share options (the “**Options**”) under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 16 September 2015 to three eligible participants who are independent third parties not connected with the connected persons of the Company and their associates (collectively, the “**Grantees**”) to subscribe, in aggregate, for up to 115,200,000 ordinary shares (each a “**Share**”) of HK\$0.00125 each in the share capital of the Company subject to acceptance of the Grantees and subject to the vesting conditions as disclosed below. Payment of HK\$1.00 will be made by each of the Grantees upon acceptance of the Options.

Each of the Grantees will be granted 38,400,000 Options conferring the Grantees the right to subscribe for up to 38,400,000 Shares each. The Terms of the Options granted to the three (3) Grantees are identical except that the Options granted to two (2) of the Grantees (in the total of 76,800,000 Options) are subject to certain conditions while the remaining Grantee is subject to another set of conditions. A summary of the relevant Options is set out below:

**Options to be granted to the first two Grantees**

Date of grant	:	2 October 2018
Number of Shares to be allotted and issued upon the exercise of the Options	:	76,800,000 Shares (38,400,000 Shares for each of the Grantees)
Exercise price	:	HK\$0.047 per Share
Closing price of the Shares as quoted on the Stock Exchange on the date of grant	:	HK\$0.047 per Share
Validity period of the Options	:	The Options shall be exercisable for a period of 10 years from the date of grant, subject to the vesting period as set out below
Vesting period of the Options	:	Subject to the fulfillment of the vesting condition stated below, the Options shall be exercisable from the completion date of the MOU Transactions (as defined below)
Vesting Condition	:	The vesting of the Options is conditional on the completion of the transactions contemplated under the memorandum of understanding dated 27 September 2018 entered into between the Company and Primus Power Corporation (details of which are disclosed in the announcement of the Company dated 27 September 2018) (the “ <b>MOU Transactions</b> ”) in such manner as the Company may agree

### Options to be granted to the remaining Grantee

Date of grant	:	2 October 2018
Number of Shares to be allotted and issued upon the exercise of the Options	:	38,400,000 Shares
Exercise price	:	HK\$0.047 per Share
Closing price of the Shares as quoted on the Stock Exchange on the date of grant	:	HK\$0.047 per Share
Validity period of the Options	:	The Options shall be exercisable for a period of 10 years from the date of grant, subject to the vesting period as set out below
Vesting period	:	Subject to the fulfillment of the vesting condition stated below, the Options shall be exercisable upon signing of the Cooperation Agreement (as defined below)
Vesting condition	:	The vesting of the Options is conditional on the successful entering into a cooperation agreement with an independent third party customer between the Company in relation to the development of smart TV project by the Company, and the successful obtaining of a purchase order by the Company thereunder (the “ <b>Cooperation Agreement</b> ”) in such terms and condition as the Company may agree

For the avoidance of the doubt, the transactions contemplated under the Cooperation Agreement is in the ordinary course of business of the Company and does not constitute a notifiable transaction under the GEM Listing Rules.

None of the Grantees of the Options is a director, chief executive or substantial shareholder of the Company, or an associate (as defined in the GEM Listing Rules) of any of them.

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

Hong Kong, 2 October 2018

*As at the date of this announcement, the executive Directors are, Mr. Tam Wing Ki, Mr. Fu Yan Ming and Mr. Kwok Ming Fai, and the independent non-executive Directors are Mr. Chan Shiu Man, Mr. Fung Chan Man Alex 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](http://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](http://www.on-real.com).*