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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)

LAPSE OF DISCLOSEABLE TRANSACTION AND UPDATE ON PLACING AGREEMENT

References are made to the announcements of On Real International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 16 December 2018 and 19 December 2018 (collectively, the “**Announcements**”) in relation to, among other things, (i) the entering into of the Preferred Stock Purchase Agreement which constitutes a discloseable transaction on the part of the Company; and (ii) the Placing Agreement. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The board of directors (the “**Board**”) of the Company announces that (i) the Preferred Stock Purchase Agreement has lapsed on 14 January 2019; and (ii) the Placing Period was expired on 15 January 2019 and no placee has been identified so far. As such, the Board foresees the Placing Agreement will lapse on 29 January 2019, which being the Closing Date of Placing Agreement.

Despite the above, the Board is in the course of negotiating with the Target to continue the transaction contemplated under the Preferred Stock Purchase Agreement, yet as at the date hereof no binding agreement has been entered into between the parties to such effect. Further announcement will be made by the Company as and when appropriate when material development take place.

The Board is of the view that the lapse of the Placing Agreement has no material adverse impact on the operation and financial position of the Group.

By order of the Board
On Real International Holdings Limited
Kwok Ming Fai
Executive Director

Hong Kong, 17 January 2019

As at the date of this announcement, the executive Directors are Mr. Tam Wing Ki, Mr. Fu Yan Ming and Mr. Kwok Ming Fai; the non-executive Director is Mr. Chan Chung Yin Victor; 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 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.