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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)**

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**

**Cheong Lee Securities Limited**

On 20 June 2022, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, to not less than six independent Placees for up to 6,000,000 new Shares at a price of HK\$0.230 per Placing Share, for and on behalf of the Company.

The Placing is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares. If such condition is not fulfilled, the Placing will not proceed.

The maximum number of 6,000,000 Placing Shares represents approximately 1.00% of the entire issued share capital of the Company of 598,500,000 Shares as at the date of this announcement and approximately 0.99% of the Company's entire issued share capital as enlarged by the Placing. The net proceeds from the Placing of approximately HK\$1.35 million (assuming the Placing Shares are fully placed and after all relevant expenses) will be used as working capital for the Group's operating business.

## THE PLACING AGREEMENT

- Date: 20 June 2022
- Placing Agent: Cheong Lee Securities Limited. To the best of the Company's knowledge, information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.
- Placees: The Placing Shares will be placed to not less than six Placees (who will be independent individual, corporate and/or other investors) and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the GEM Listing Rules) immediately following completion of the Placing.
- Number of Placing Shares: Up to 6,000,000 new Shares, to be placed by the Placing Agent on a best effort basis. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 1.00% of the entire issued share capital of the Company of 598,500,000 Shares as at the date of this announcement and approximately 0.99% of the Company's entire issued share capital as enlarged by the Placing. The nominal value of the Placing Shares is HK\$75,000.
- Placing Price: HK\$0.230 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on GEM. The Placing Price represents:
- (a) a discount of approximately 19.3% to the closing price of HK\$0.285 per Share as quoted on the GEM on 20 June 2022, being the date of the Placing Agreement; and
  - (b) a premium of approximately 5.02% to the average closing price of approximately HK\$0.219 per Share as quoted on the GEM for the last 5 full trading days of the Shares immediately before 20 June 2022 being the date of the Placing Agreement.

The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK\$1.35 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.224.

Placing Commission:	The Placing Agent will receive a placing commission of 2.5% on the gross proceeds of the Placing.
General Mandate:	The Placing Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the Company's annual general meeting held on 16 September 2021 up to 119,700,000 Shares. As at the date of this announcement, 113,636,364 Shares have been agreed to be issued pursuant to the general mandate.
Ranking of Placing Shares:	The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue an allotment of the Placing Shares.
Conditions to the Placing:	<p>The Placing is conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares.</p> <p>If the above condition is not fulfilled on or prior to 11 July 2022 or such later date as may be agreed between the Company and the Placing Agent, the Placing Agreement shall terminate and none of the Parties shall have any claim against the others for costs, damages, compensation or otherwise (save in respect of any antecedent breach).</p> <p>Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares.</p> <p>No Shareholders approval is required for the Placing.</p>
Completion of the Placing:	Subject to the satisfaction of the condition set out above, the Placing is expected to be completed on the third Business Day after fulfillment of the said condition or such later time and/or such other date as the Placing Agent and the Company may agree.
Termination:	<p>The Placing Agent may terminate the Placing Agreement prior to completion of the Placing Agreement if in the opinion of the Placing Agent the success of the Placing or the business or financial prospects of the Group would or is likely to be materially and adversely affected by:</p> <p>(a) any material breach of any of the representations and warranties set out in the Placing Agreement; or</p>

- (b) any suspension in dealings in or the listing of the Shares on the Stock Exchange for a period of more than 5 trading days (other than in connection with the Placing); or
- (c) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
- (d) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
- (e) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
- (f) a change or development involving a prospective change in taxation in Hong Kong or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group or its present or prospective shareholders in their capacity as such; or
- (g) any change or deterioration in the conditions of local, national or international securities markets.

## EFFECT OF THE PLACING ON SHAREHOLDING

The shareholdings in the Company as at the date of this announcement and immediately after completion of the Placing is and will be as follows:

Shareholders	As at the date of this announcement		Immediately after completion of the Placing assuming the Placing Shares are fully subscribed	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Solution Smart Holdings Limited	112,589,600	18.81	112,589,600	18.63
SMK Investment Company Limited	90,997,600	15.20	90,997,600	15.05
Places	0	0.00	6,000,000	0.99
Other public Shareholders	394,912,800	65.99	394,912,800	65.33
Total	<u>598,500,000</u>	<u>100.00</u>	<u>604,500,000</u>	<u>100.00</u>

## REASONS FOR AND BENEFITS OF THE PLACING AND USE OF THE PROCEEDS

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

The Directors believe that the Placing represents an opportunity to provide immediate funding to strengthen the Company's financial position as well as to enlarge the shareholding base of the Company within a relatively shorter time frame and at a lower cost compared with other means of fund raising. Accordingly, the Board (including the independent non-executive Directors) is of the view that the Placing is in the interests of the Company and the Shareholders as a whole, and the terms of the Placing Agreement are on normal commercial terms and are fair and reasonable.

The Company will bear all costs and expenses of approximately HK\$35,000 in connection with the Placing. The net proceeds of approximately HK\$1.35 million from the Placing will be used as working capital for the Group's operating business.

## **DEFINITIONS:**

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“Board”	board of Directors
“Business Day”	a day (excluding Saturday and other general holidays in Hong Kong) on which banks in Hong Kong are generally open for business
“Company”	On Real International Holdings Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	an independent third party, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, who is not connected with the Company and its connected persons (as defined under the GEM Listing Rules)
“Placee”	any individual, corporate or other investor procured by the Placing Agent to purchase any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
“Placing Agent”	Cheong Lee Securities Limited

“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 20 June 2022 in relation to the Placing
“Placing Price”	HK\$0.230 per Placing Share
“Placing Shares”	a maximum of 6,000,000 new Shares to be placed pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of par value HK\$0.0125 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board of  
**On Real International Holdings Limited**  
**Au Yeung Yiu Chung**  
*Executive Director*

Hong Kong, 20 June 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Yeung Shing Wai and Mr. Au Yeung Yiu Chung; one non-executive Director, namely Mr. Tao Hong Ming; and four independent non-executive Directors, namely Mr. Chan Shiu Man, Ms. Zhu Xiu Zhi, Mr. Choi Pun Lap and Mr. Sheng Wei.*

*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).*