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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 2 SEPTEMBER 2022

Reference is made to the notice of the AGM and the circular (the “**Circular**”) of On Real International Holdings Limited (the “**Company**”) dated 4 August 2022. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on 2 September 2022, all the resolutions except for resolution no. 2(c) set out in the notice dated 4 August 2022 convening the AGM were duly passed by Shareholders by way of poll.

As at the date of the AGM, there were a total of 718,136,364 Shares in issue. None of Shareholders were required to abstain from voting on any of the resolutions at the AGM. As such, there were a total of 718,136,364 Shares, representing the entire issued share capital of the Company, entitling Shareholders to attend and vote for or against the resolutions proposed at the 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 AGM. For all the following resolutions, Shareholders, authorised proxies and authorised representatives holding in aggregate of 298,461,164 Shares, representing approximately 42% of the total voting Shares, were present at the AGM. The voting results of the poll taken at the AGM in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Shares voted (%)	
		For	Against
1.	To receive, consider and adopt audited consolidated financial statements and the reports of the Directors and independent auditor's report for the year ended 31 March 2022.	298,461,164 (100%)	0 (0%)
2.	(a) To re-elect Ms. Zhu Xiu Zhi as an executive director of the Company.	298,461,164 (100%)	0 (0%)
	(b) To re-elect Mr. Au Yeung Yiu Chung as an executive director of the Company.	184,824,800 (62%)	113,636,364 (38%)
	(c) To re-elect Mr. Chan Shiu Man as an independent non-executive director of the Company.	2,880,600 (1%)	295,580,564 (99%)
	(d) To re-elect Mr. Choi Pun Lap as an independent non-executive director of the Company.	298,461,164 (100%)	0 (0%)
	(e) To re-elect Mr. Sheng Wei as an independent non-executive director of the Company.	298,461,164 (100%)	0 (0%)
3.	To authorize the Board to fix the Director's remunerations.	298,461,164 (100%)	0 (0%)
4.	To re-appoint Elite Partners CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.	298,461,164 (100%)	0 (0%)
5.	(A) To grant a general mandate to the Directors to allot and issue new Shares (ordinary resolution No. 5(A) of the notice of AGM).	298,461,164 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase Shares (ordinary resolution No. 5(B) of the notice of AGM).	298,461,164 (100%)	0 (0%)
	(C) To extend the general mandate granted to the Directors to issue new Shares (ordinary resolution No. 5(C) of the notice of AGM).	298,461,164 (100%)	0 (0%)
Special Resolution		Number of Shares voted (%)	
		For	Against
6.	To approve the proposed change of Company name.	298,461,164 (100%)	0 (0%)

The Directors, comprising Mr. Au Yeung Yiu Chung and Mr. Choi Pun Lap, attended the AGM. Mr. Yeung Shing Wai, Ms. Zhu Xiu Zhi, Mr. Chan Shiu Man and Mr. Sheng Wei were unable to attend the AGM due to other business commitment.

As more than 50% of the votes were casted in favour of the above resolutions except for resolution no. 2(c), all the above resolutions except for resolution no. 2(c) were duly passed as Ordinary Resolutions of the Company.

As a majority of votes were cast against resolution no. 2(c), such resolution was not passed as Ordinary Resolution. As a result, Mr. Chan Shiu Man was no longer an independent non-executive Director after the AGM. In the meantime, Mr. Chan Shiu Man ceased to be the chairman of Remuneration Committee, a member of Audit Committee and a member of Nomination Committee.

As more than 75% of the votes were casted in favour of resolution no. 6 above, the said resolution was duly passed as Special Resolution of the Company.

By order of the Board
On Real International Holdings Limited
Zhu Xiu Zhi
Executive Director

Hong Kong, 2 September 2022

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Yeung Shing Wai, Mr. Au Yeung Yiu Chung & Ms. Zhu Xiu Zhi; and two independent non-executive Directors, namely Mr. Choi Pun Lap & 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 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.