
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **On Real International Holdings Limited**, you should at once hand this circular and proxy form enclosed herein to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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

PROPOSED RE-ELECTION OF DIRECTORS; GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of On Real International Holdings Limited to be held at Unit 311, 3/F., Lakeside 1, No. 8 Science Park West Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong on 25 July 2017, Tuesday, at 2:00 p.m. is set out on pages 16 to 21 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, 31/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website for at least seven days from its date of publication and on the Company's website at www.on-real.com.

23 June 2017

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG

Characteristics of The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

| | |
|-----------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at Unit 311, 3/F., Lakeside 1, No. 8 Science Park West Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong, on 25 July 2017, Tuesday, at 2:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice |
| “AGM Notice” | the notice dated 23 June 2017 for convening the AGM and included herein |
| “Articles” | the articles of association of the Company as amended from time to time |
| “Associate(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Board” | the board of Directors (including independent non-executive Directors) |
| “Company” | On Real International Holdings Limited 安悅國際控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8245) |
| “Connected Person(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM from time to time |
| “General Extension Mandate” | a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate |
| “General Mandate” | a general mandate to the Directors to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

| | |
|---------------------------|---|
| “Latest Practicable Date” | 19 June 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “PRC” | the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular |
| “Repurchase Code” | Hong Kong Code on Share Repurchases |
| “Repurchase Mandate” | a general mandate to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate |
| “Share(s)” | ordinary share(s) of HK\$0.00125 each in the capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Hong Kong Codes on Takeovers and Mergers |
| “%” | per cent. |



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

Executive Directors:

Mr. Tam Wing Ki
(Chairman and Chief Executive Officer)
Mr. Gao Hong
Mr. Fu Yan Ming
Mr. Kwok Ming Fai
Mr. Tao Hong Ming

Independent Non-executive Directors:

Mr. Chan Shiu Man
Mr. Cheng Yuk Kin
Mr. Wong Ching Wan

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Shop Space No. 66, Ground Floor
Blocks 7-14, City Garden
No. 233 Electric Road
Hong Kong

23 June 2017

To the Shareholders,

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS;
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of Directors; and (ii) the granting to the Directors of general mandates to issue and repurchase Shares up to 20% and 10% respectively of the aggregate nominal amount of the Company's issued share capital as at the date of the passing of such resolutions.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of eight (8) Directors, namely Mr. Tam Wing Ki, Mr. Gao Hong, Mr. Fu Yan Ming, Mr. Kwok Ming Fai, Mr. Tao Hong Ming, Mr. Chan Shiu Man, Mr. Cheng Yuk Kin and Mr. Wong Ching Wan.

Pursuant to Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office, hence each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three (3) years at the annual general meeting, provided always that any Director appointed pursuant to Article 84(2) of the Articles shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Pursuant to Article 83(3) of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election.

Pursuant to Article 84 of the Articles, Mr. Gao Hong, Mr. Fu Yan Ming, Mr. Kwok Ming Fai and Mr. Chan Shiu Man shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

Article 85 of the Articles provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting. Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, he should serve a notice in writing of his intention to propose such a person for election as a Director at the Head Office of the Company at “Unit 311, 3/F., Lakeside 1, No. 8 Science Park West Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong” (the “**Head Office**”) on or before 10 July, 2017. Moreover, a notice in writing by the proposed director confirming his willingness to be elected as a director must also be validly served at the Head Office on or before 10 July, 2017.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting.

LETTER FROM THE BOARD

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

On 27 July 2016, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to allot, issue or otherwise deal with additional Shares of the Company up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at that date (“**Existing Issue Mandate**”), being 96,000,000 Shares; and (ii) to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at that date (“**Existing Repurchase Mandate**”), being 48,000,000 Shares.

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate are in the interests of both the Company and the Shareholders as a whole. An exercise of the Existing Issue Mandate enables the Company to raise additional capital of the Company from time to time. An exercise of The Existing Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per Share. Consequently, the Board recommends that these mandates be renewed by the Company at the forthcoming AGM.

New general mandates to allot, issue or otherwise deal with additional shares of the Company up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution as set out in Resolution No. 5(A) of the notice of AGM will be proposed at the AGM. Subject to the passing of the resolution granting the proposed mandate to issue shares of the Company and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed under such mandate to issue a maximum of 768,000,000 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date. In addition, a new general mandate to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution (“**Share Repurchase Mandate**”) as set out in Resolution No. 5(B) of the notice of AGM will also be proposed at the AGM. A resolution authorising the extension of the general mandate to the Directors to issue Shares of the Company to include the aggregate nominal amount of such Shares repurchased (if any) under the Share Repurchase Mandate is to be proposed as Resolution No. 5(C) of the notice of AGM at the AGM.

With reference to the proposed new general mandates, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new shares or repurchase Shares of the Company pursuant to the relevant mandates.

LETTER FROM THE BOARD

An explanatory statement containing the particulars required by the GEM Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution No. 5(B) to be proposed at the AGM in relation to the proposed Share Repurchase Mandate is set out in Appendix II to this circular.

AGM

The notice of AGM to be held at Unit 311, 3/F., Lakeside 1, No. 8 Science Park West Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong on 25 July 2017, Tuesday, at 2:00 p.m. is set out on pages 16 to 21 of this circular. A copy of the 2017 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, *inter alia*, the re-election of Directors and the general mandates to issue Shares and repurchase Shares will be proposed at the AGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of AGM will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, 31/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the grant of general mandates to issue Shares of the Company and repurchase Shares, and to add the aggregate nominal amount of Shares that may be repurchased to the aggregate nominal amount of the Shares that may be allotted pursuant to the general mandate to issue Shares of the Company are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

LETTER FROM THE BOARD

RESPONSIBILITY OF THE DIRECTORS

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 circular 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 circular misleading.

Yours faithfully,

By order of the Board of

ON REAL INTERNATIONAL HOLDINGS LIMITED

TAM Wing Ki

Chairman and Executive Director

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

Mr. Gao Hong (高宏), aged 39, was graduated from HEC University of Lausanne, Switzerland in 2000 with a bachelor's degree in Finance and obtained the HEC/GHBTI Finance Master Degree in 2002. Mr. Gao joined Delta International CDS SA, Switzerland in 2003 and is currently one of its directors/partners. He has been the chief representative of Delta International CDS SA Beijing Representative Office since 2006, fully in charge of the investment business in Asia Pacific area. Mr. Gao was an executive director of Harmonic Strait Financial Holdings Limited (Stock code: 0033), whose shares are listed on the main board of The Stock Exchange Hong Kong Limited (the “**Stock Exchange**”) from 9 October 2014 to 23 November 2014. Mr. Gao is currently an executive director of Seamless Green China (Holdings) Limited and an independent non-executive director of Nine Express Limited (Stock code: 0009), whose shares listed on the main board of the Stock Exchange.

Mr. Gao was awarded the “China Venture Capital 10 year cutting-edge Investor” prize jointly issued by Financial Research Institute under the State Council Development Research Centre, Beijing Equity Exchange, the International Research Centre for equity investment and the International Financiers Association in 2008.

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Mr. Gao Hong pursuant to which his term of appointment is fixed for an initial term of three years commencing from the listing date until terminated at any time by either party giving to the other not less than three month's notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Gao Hong is entitled to receive a remuneration of HK\$360,000 per annum, which is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Gao Hong does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the shareholders and there is no information relating to Mr. Gao Hong which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Fu Yan Ming (符恩明), aged 52, is a fellow member of The Association of Chartered Certified Accountants. He holds a bachelor degree in business administration from The Chinese University of Hong Kong. Mr. Fu possess over 25 years of experience in accounting, audit, internal control, financial control, strategic business planning and operations. He has worked for various international institutions, accounting firms,

pharmaceutical distributor, TMT companies and listed companies. He held various senior positions including chief executive officer, finance manager, financial controller and company secretary in Hong Kong, Taiwan and the PRC.

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Mr. Fu Yan Ming pursuant to which his term of appointment is fixed for an initial term of three years commencing from the listing date until terminated at any time by either party giving to the other not less than three month's notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Fu Yan Ming is entitled to receive a remuneration of HK\$360,000 per annum, which is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Fu Yan Ming does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the shareholders and there is no information relating to Mr. Fu Yan Ming which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Kwok Ming Fai (郭明輝), aged 52, possesses over 20 years of experience in banking, finance and accounting and held executive positions at several international financial institutions, accounting firm and listed companies. Mr. Kwok obtained a Bachelor Degree in Accounting & Economics from the University of Sheffield in the United Kingdom and a Master Degree in Business Administration from the University of Adelaide in Australia. He is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Kwok is currently an executive director of Zhongda International Holdings Limited (stock code: 0909) and an independent non-executive director of DT Capital Limited (stock code: 0356). Mr. Kwok was also an independent non-executive director of Winshine Science Company Limited (formerly known as Winshine Entertainment & Media Holding Company Limited) (stock code: 0209) from October 2009 to November 2014.

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Mr. Kwok Ming Fai pursuant to which his term of appointment is fixed for an initial term of three years commencing from the listing date until terminated at any time by either party giving to the other not less than three month's notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his

office. Mr. Kwok Ming Fai is entitled to receive a remuneration of HK\$360,000 per annum, which is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Kwok Ming Fai does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the shareholders and there is no information relating to Mr. Kwok Ming Fai which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Chan Shiu Man (陳劭民), aged 50, is a certified public accountant in Hong Kong and the United States of America (the “US”). He holds a master degree in finance from University of Hawaii of the US. Mr. Chan has over 25 years of experience in financial control and corporate restructuring. He has worked for various companies in US, including a NASDAQ listed company to establish financial operation in Japan, Europe, and the People’s Republic China (the “PRC”). Mr. Chan also has experience in consulting on corporate finance, project financing and accounting issues to companies in US, Europe and the PRC. Mr. Chan is currently an independent non-executive Director of Zhongda International Holdings Limited (stock code: 0909).

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Mr. Chan Shiu Man pursuant to which his term of appointment is fixed for an initial term of three years commencing from the listing date until terminated at any time by either party giving to the other not less than one month’s notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Chan Shiu Man is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the Board with reference to his experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Chan Shiu Man does not hold any positions with the Company or other members of the Group. He does not hold any other directorships in other public listed companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Further, there is no other matter that needs to be brought to the attention of the shareholders and there is no information relating to Mr. Chan Shiu Man which is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

This Appendix contains the particulars that are required by the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Share Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of shares in issue was 3,840,000,000 Shares. Subject to the passing of the resolution granting the proposed mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 384,000,000 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 March, 2017, being the date to which the latest published audited financial statements of the Company were made up, if the general mandate to repurchase Shares was to be exercised in full at any time during the proposed repurchase period, it may have an adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed mandate to repurchase Shares would be financed out of funds legally available for such purpose in accordance with the Articles and the laws of the Cayman Islands and or any other applicable laws, as the case maybe. Any repurchases made by the Company may be made out of profits, the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the

purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law (as revised) of the Cayman Islands (the “**Companies Law**”), out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or out of the Company’s share premium account before or at the time the Shares are repurchased or, if authorised by the Articles and subject to the Companies Law, out of capital.

EFFECT OF THE TAKEOVERS CODE AND REPURCHASE CODE

Upon the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder’s proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders’ interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

| Name of Shareholders | Number of Shares held | Approximate % of the issued share capital | Notes | Approximate % of the issued share capital should the Share Repurchase Mandate be exercised in full |
|---|-----------------------|---|-------|--|
| Solution Smart Holdings Limited (“ Solution Smart ”) | 1,125,896,000 | 29.32 | 1 | 32.58 |
| SW Venture Asia Limited (“ SW Venture Asia ”) | 1,125,896,000 | 29.32 | 1 | 32.58 |
| Mr. Yeung Shing Wai (“ Mr. Yeung ”) | 1,125,896,000 | 29.32 | 1 | 32.58 |
| SMK Investment Company Limited (“ SMK ”) | 898,176,000 | 23.39 | 2 | 25.99 |
| Mr. Tam Wing Ki (“ Mr. Tam ”) | 898,176,000 | 23.39 | 2, 3 | 25.99 |
| Ms. Tang Yin Ping (“ Ms. Tang ”) | 898,176,000 | 23.39 | 3 | 25.99 |

| Name of Shareholders | Number of Shares held | Approximate % of the issued share capital | Notes | Approximate % of the issued share capital should the Share Repurchase Mandate be exercised in full |
|------------------------------------|-----------------------|---|-------|--|
| Huge China Holdings Limited (“HC”) | 212,160,000 | 5.53 | | 6.14 |
| Mr. Zhang Jun (“Mr. Zhang”) | 209,247,000 | 5.45 | | 6.06 |

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.

As at the Latest Practicable Date, Solution Smart, Mr. Tam, HC and Mr. Zhang are beneficially interested in 1,125,896,000 Shares, 898,176,000 Shares, 212,160,000 Shares and 209,247,000 Shares representing approximately 29.32%, 23.39%, 5.53% and 5.45% respectively of the issued share capital of the Company.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of Solution Smart, Mr. Tam, HF and Mr. Zhang will be increased to approximately 32.58%, 25.99%, 6.14% and 6.06% respectively of the total issued share capital of the Company, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 and 32 of the Takeover Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would result in takeover obligation.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange since 1 April 2016 and up to the Latest Practicable Date were as follows:

| | Shares | |
|--|---------------------------------|--------------------------------|
| | Highest <i>(HK\$)</i> | Lowest <i>(HK\$)</i> |
| 2016 | | |
| April | 1.34 | 1.24 |
| May | 1.31 | 1.14 |
| June | 1.24 | 0.88 |
| July | 0.95 | 0.43 |
| August | 0.97 | 0.75 |
| September | 0.90 | 0.75 |
| October | 0.84 | 0.67 |
| November | 0.75 | 0.46 |
| December | 0.54 | 0.46 |
| 2017 | | |
| January | 0.48 | 0.34 |
| February | 0.53 | 0.28 |
| March | 0.57 | 0.32 |
| April | 0.41 | 0.25 |
| May | 0.30 | 0.13 |
| June (up to the Latest Practicable Date) | 0.15 | 0.14 |

The above prices had already included the effect of the share subdivision as of 15 December 2016.

REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase of share has been made by the Company during the last 12 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Company is authorised to make repurchases of the Shares.

No connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate to repurchase any Shares in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of On Real International Holdings Limited (the “**Company**”) will be held at Unit 311, 3/F., Lakeside 1, No. 8 Science Park West Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong on 25 July 2017, Tuesday at 2:00 p.m., for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company and the independent auditor of the Company (“**Auditor**”) for the year ended 31 March 2017.
2.
 - (a) To re-elect Mr. Gao Hong as an executive Director.
 - (b) To re-elect Mr. Fu Yan Ming as an executive Director.
 - (c) To re-elect Mr. Kwok Ming Fai as an executive Director.
 - (d) To re-elect Mr. Chan Shiu Man as an independent Non-executive Director.
3. To authorise the board of Directors to fix the Directors’ remunerations.
4. To appoint SHINEWING (HK) CPA Limited as the Auditor and authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions (the “**Resolution**”):

ORDINARY RESOLUTIONS

(A) “**THAT**:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional Shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until

whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and “**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) “**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount

NOTICE OF ANNUAL GENERAL MEETING

of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the passing of Resolution Nos. 5(A) and 5(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 5(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the authority granted pursuant to Resolution No. 5(B) as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

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

Hong Kong, 23 June 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the GEM Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. A form of proxy in respect of the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, 31/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 20 July, 2017 to Tuesday, 25 July, 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, 31/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 July, 2017.

NOTICE OF ANNUAL GENERAL MEETING

7. In respect of Resolution No. 5(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Hong Kong Companies Ordinance and the GEM Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any Shares of the Company up to 20% of the issued share capital of the Company at the date of the passing of the resolution.

8. The general purpose of the authority to be conferred on the Directors by Resolution No. 5(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of the issued share capital of the Company at the date of the passing of the resolution on the Stock Exchange.