

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 18 September 2015 (the “**Prospectus**”) issued by On Real International Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or invitation to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

On Real International Holdings Limited **安悅國際控股有限公司**

(incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 120,000,000 Shares
Placing Price : Not more than HK\$0.60 per Placing Share
and expected to be not less than
HK\$0.40 per Placing Share (payable in
full upon application, plus brokerage fee
of 1.0%, SFC transaction levy of 0.0027%
and Stock Exchange trading fee of
0.005%, subject to refund)
Nominal Value : HK\$0.01 per Share
Stock Code : 8245

Sponsor



Joint Lead Managers



太平基業證券有限公司
Pacific Foundation Securities Limited

Sole Bookrunner



太平基業證券有限公司
Pacific Foundation Securities Limited

As required under the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), printed copies of the Prospectus are available, for information purposes only, from 4:00 p.m. to 5:00 p.m. on Friday, 18 September 2015 and during normal office hours from 9:00 a.m. to 5:00 p.m. from Saturday, 19 September 2015 to Tuesday, 29 September 2015 (both dates inclusive but on business days only) at the offices of:

- Quam Securities Company Limited at 18/F-19/F, China Building, 29 Queen's Road Central, Hong Kong; and
- Pacific Foundation Securities Limited at 11/F, New World Tower II, 16-18 Queen's Road Central, Hong Kong.

Pursuant to the Underwriting Agreement, the Company is offering 120,000,000 Placing Shares for subscription by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place 120,000,000 Placing Shares at the Placing Price to selected professional, institutional and/or other investors in Hong Kong. Shares will be traded in board lots of 5,000 Shares each.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in "Structure and Conditions of the Placing – Conditions of the Placing" in the Prospectus. In the event that such conditions are not fulfilled or waived by the Sponsor and/or the Joint Lead Managers in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein and in any event not later than the 30th day after the date of the Prospectus, the Placing will lapse and thereafter, all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.on-real.com on the next business day immediately following the date of such lapse.

Potential investors of the Placing Shares should note that the Sponsor and/or the Joint Lead Managers (for themselves and on behalf of the Underwriters) shall have the absolute right to terminate the Underwriting Agreement by notice in writing to the Company with immediate effect if any of the events set forth in "Underwriting – Underwriting arrangements, commissions and expenses – Grounds for termination" in the Prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. 30 September 2015.

Application has been made to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Placing and upon the exercise of the options which may be granted under the Share Option Scheme. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The final Placing Price is expected to be determined by agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date, which is currently expected to be on or about 22 September 2015 (Hong Kong time) or such later date as the parties may agree. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company are unable to agree on the Placing Price by the Price Determination Date, or the Underwriting Agreement is not signed, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.on-real.com.

The Placing Price will not be more than HK\$0.60 per Placing Share and is expected to be not less than HK\$0.40 per Placing Share. The final Placing Price will fall within the indicative Placing Price range as stated in the Prospectus unless otherwise announced. Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the final Placing Price, the indication of level of interest in the Placing and the basis of allocations of the Placing Shares will be announced on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.on-real.com on or before Tuesday, 29 September 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on 30 September 2015. Shares will be traded in board lots of 5,000 Shares. The GEM stock code for the Shares is 8245.

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

Hong Kong, 18 September 2015

As at the date of this announcement, the executive Directors are Mr. Tam Wing Ki, Mr. Hsu Wing Sang and Mr. Tao Hong Ming, the non-executive Director is Mr. Chau Wai Hung, Andy and the independent non-executive Directors are Mr. Cheng Yuk Kin, Mr. Fan Chun Wah, Andrew and Ms. Reina Lim Yan Xin.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in this case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.on-real.com.