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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

#### **HIGH CONCENTRATION OF SHAREHOLDING**

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of Shareholders as at 3 June 2016.

**In view of the high concentration of shareholding in a small number of shareholders, shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.**

This announcement is made by On Real International Holdings Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the concentration of the shareholding of the Company in the hands of a limited number of shareholders of the Company (the “**Shareholders**”) as at 3 June 2016.

#### **HIGH CONCENTRATION OF SHAREHOLDING**

The Company noted that an announcement has been published by the Securities and Futures Commission (the “**SFC**”) on 21 June 2016 (the “**Announcement**”).

As disclosed in the Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC’s findings suggested that as at 3 June 2016, a group of 15 Shareholders held an aggregate of 54,488,000 shares of the Company (the “**Shares**”), representing 11.35% of the issued Shares. Such shareholding, together with an aggregate of 386,312,000 Shares (representing 80.48% of the issued Shares) held by a controlling shareholder and 4 substantial shareholders of the Company, represented 91.83% of the issued Shares as at 3 June 2016. Therefore, only 39,200,000 Shares (representing 8.17% of the issued Shares) were held by other Shareholders.

As set out in the Announcement, the shareholding structure of the Company as at 3 June 2016 was as follows:

	<b>Number of Shares held</b> <i>(shares)</i>	<b>% of total number of issued Shares</b> <i>(%)</i>
Tam Wing Ki ( <i>Note 1</i> )	179,460,000	37.39
Hsu Wing Sang ( <i>Note 2</i> )	79,740,000	16.61
Solution Smart Holdings Ltd ( <i>Note 3</i> )	74,412,000	15.50
HF Pre-IPO Fund	26,350,000	5.49
Huge China Holdings Ltd ( <i>Note 4</i> )	26,350,000	5.49
A group of 15 shareholders	54,488,000	11.35
Other shareholders	<u>39,200,000</u>	<u>8.17</u>
<b>Total</b>	<b><u>480,000,000</u></b>	<b><u>100.00</u></b>

*Note 1:* Mr. Tam Wing Ki is the Chairman and Executive Director of the Company.

*Note 2:* Mr. Hsu Wing Sang was the Executive Director of the Company since 30 June 2014 and resigned with effect from 11 March 2016.

*Note 3:* Solution Smart Holdings Limited is wholly owned by SW Venture Asia Limited, which is beneficially owned by Mr. Yeung Shing Wai.

*Note 4:* The shares of Huge China Holdings Ltd are listed on the Main Board of the Stock Exchange of Hong Kong (stock code: 428).

The Company was listed on the GEM Board of the Stock Exchange of Hong Kong Limited on 30 September 2015 by way of placing 120,000,000 new Shares, representing 25% of the issued Shares, at HK\$0.57 per placing Share. On the first trading day of 30 September 2015, the Shares closed at HK\$7.10, which was 11.5 times higher than the placing price, with thin turnover of 220,000 Shares.

During the period from 2 October 2015 to 3 June 2016, the closing price of the Shares rose to a high of HK\$10.70 on 30 March 2016 and then ease steadily to close at HK\$9.20 on 3 June 2016.

On 14 June 2016, the Company announced the annual results for the year ended 31 March 2016 with a loss attributed to owners of the Company amounted to HK\$14.9 million, as compared with profit of approximately HK\$10.5 million for the year ended 31 March 2015.

As at 20 June 2016, the Share price of the Company closed at HK\$7.30, representing an increase of 11.8 times from the initial placing price of HK\$0.57.

The information above is extracted from the Announcement and the Company has not independently verified such information. Please refer to the Announcement for more information.

## **PUBLIC FLOAT**

Based on the information available and to the best knowledge of the board of directors of the Company (the “**Directors**”) after making all reasonable enquiries of its connected persons, the Company confirms that not less than 25% of the Company’s issued Shares are in the hands of the public as at 3 June 2016 and the date of this announcement and the Company is able to comply with the public float requirement under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”).

**In view of the high concentration of shareholding in a small number of shareholders, shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.**

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

Hong Kong, 21 June 2016

*As at the date of this announcement, the executive Directors are Mr. Tam Wing Ki 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 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, confirmed that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.on-real.com>.*