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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

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND (3) CHANGES IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of On Real International Holdings Limited 安悦國際控股有限公司 (the “**Company**”) wishes to announce that Mr. Fan Chun Wah, Andrew (“**Mr. Fan**”) has tendered his resignation as an independent non-executive director, the member of the remuneration committee, the member of the audit committee and the member of the nomination committee of the Company with effect from 31 August 2016 due to his other business engagements which require more of his time and dedication.

Mr. Fan has confirmed that he has no claim against the Company in respect of fees or in respect of compensation for loss of office and there is no disagreement between his and the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Company would like to express its gratitude to Mr. Fan for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Chan Shiu Man (“**Mr. Chan**”) has been appointed as an independent non-executive Director, the member of the remuneration committee, the member of the audit committee and the member of the nomination committee of the Company with effect from 31 August 2016.

Mr. Chan, aged 49, is a certified public accountant in Hong Kong and the United States of America (“**US**”). He holds a master degree in finance from University of Hawaii of 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 an independent non-executive Director of Zhongda International Holdings Limited (stock code: 0909).

Save as disclosed above, Mr. Chan does not hold any other positions with other members of the Company as at the date of this announcement and did not hold any other directorships in other Hong Kong or overseas listed companies in the three years immediately preceding the date of this announcement.

As at the date of this announcement, Mr. Chan does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Chan has entered into a letter of appointment with the Company for a term of three years commencing on 31 August 2016 and he is subjected to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Chan will hold office until the next following annual general meeting of the Company and will be eligible for re-election at such annual general meeting in accordance with the articles of association of the Company. Mr. Chan is entitled to receive a director's fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing market condition based on the recommendation by the remuneration committee of the Company.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Chan as the independent non-executive Director of the Company that need to be brought to the attention of the shareholders of the Company and there is no other information required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

The Board would like to take this opportunity to express its welcome to Mr. Chan for joining the Company.

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

Hong Kong, 31 August 2016

As at the date of this announcement, the executive Directors are Mr. Tam Wing Ki, Mr. Tao Hong Ming and Mr. Kwok Ming Fai, the non-executive Director is Mr. Chau Wai Hung, Andy and the independent non-executive Directors are Mr. Chan Shiu Man, Mr. Cheng Yuk Kin 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, 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.