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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the condition set out in the Subscription Agreement has been fulfilled. The completion of the Subscription took place on 30th August 2019. An aggregate of 150,000,000 Subscription Shares have been allotted and issued by the Company to the Subscriber at the Subscription Price of HK\$0.022 per Subscription Share.

Reference is made to the announcement of On Real International Holdings Limited (the “**Company**”) dated 22nd August 2019 (the “**Announcement**”) in relation to the Subscription. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the condition set out in the Subscription Agreement has been fulfilled. The completion of the Subscription took place on 30th August 2019. An aggregate of 150,000,000 Subscription Shares, representing approximately 3.76% of the issued share capital of the Company as at the date of this announcement as enlarged by the Subscription, have been allotted and issued by the Company to the Subscriber at the Subscription Price of HK\$0.022 per Subscription Share.

The gross proceeds raised from the Subscription are HK\$3,300,000, and the net proceeds, after deduction of all relevant expenses, are approximately HK\$3,280,000, which are intended to use the net proceeds as general working capital of the Group as described in the Announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company as a result of the completion of the Subscription:

Shareholders	Immediately before completion of the Subscription		Immediately upon completion of the Subscription	
	Number of Shares	approx. % of shareholding	Number of Shares	approx. % of shareholding
Solution Smart Holdings Limited	1,125,896,000	29.32%	1,125,896,000	28.22%
SMK Investment Company Limited	909,976,000	23.70%	909,976,000	22.81%
Cocoon Holdings Limited	334,810,000	8.72%	334,810,000	8.39%
Subscriber	-	-	150,000,000	3.76%
Other public Shareholders	<u>1,469,318,000</u>	<u>38.26%</u>	<u>1,469,318,000</u>	<u>36.82%</u>
Total	<u><u>3,840,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>3,990,000,000</u></u>	<u><u>100.00%</u></u>

By order of the Board
On Real International Holdings Limited
Kwok Ming Fai
Executive Director

Hong Kong, 30th August 2019

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Tam Wing Ki, Mr. Kwok Ming Fai and Mr. Fu Yan Ming; one non-executive Director, namely Mr. Chan Chung Yin Victor; and three independent non-executive Directors, namely Mr. Wong Ching Wan, Mr. Fung Chan Man Alex and Mr. Chan Shiu Man.

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.