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## **On Real International Holdings Limited**

**安悦國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock Code: 8245)*

### **ANNOUNCEMENT OF**

#### **(i) POLL RESULTS OF ANNUAL GENERAL MEETING**

**HELD ON 25 JULY 2018; AND**

#### **(ii) RETIREMENT OF DIRECTOR**

Reference is made to the notice of the annual general meeting (the “**2018 AGM**”) and the circular (the “**Circular**”) of On Real International Holdings Limited (the “**Company**”) dated 29 June 2018. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE 2018 AGM**

As at the date of the 2018 AGM held on 25 July 2018, there were a total of 3,840,000,000 Shares in issue. None of the Shareholders were required to abstain from voting on any of the resolutions at the 2018 AGM. As such, there were a total of 3,840,000,000 Shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions proposed at the 2018 AGM. There were no Shareholders who were entitled to attend and vote only against the resolutions proposed at the 2018 AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the 2018 AGM.

Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar and transfer agent in Hong Kong, acted as the scrutineer for poll vote at the 2018 AGM. For all the following resolutions, the Shareholders, authorised proxies and authorised representatives holding in aggregate of 2,311,710,600 Shares, representing approximately 60.2% of the total voting Shares, were present at the 2018 AGM. The voting results of the poll taken at the 2018 AGM in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the report of the directors of the Company and independent auditor's report for the year ended 31 March 2018.	2,311,710,600 (100%)	0 (0%)
2.	(a) To re-elect Mr. Tam Wing Ki as an executive Director.	2,311,710,600 (100%)	0 (0%)
	(b) To re-elect Mr. Gao Hong as an executive Director.	173,413,600 (7.50%)	2,138,297,000 (92.50%)
	(c) To re-elect Mr. Wong Ching Wan as an independent non-executive Director.	2,311,710,600 (100%)	0 (0%)
	(d) To re-elect Mr. Fung Chan Man Alex as an independent non-executive Director.	2,311,710,600 (100%)	0 (0%)
3.	To authorise the board of Directors to fix the Directors' remunerations	2,311,710,600 (100%)	0 (0%)
4.	To appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the Board to fix its remuneration.	2,311,710,600 (100%)	0 (0%)
5.	(A) To grant a general mandate to the Directors to issue new Shares (ordinary resolution No. 5(A) of the notice of annual general meeting).	2,311,710,600 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase Shares (ordinary resolution No. 5(B) of the notice of annual general meeting).	2,311,710,600 (100%)	0 (0%)
	(C) To extend the general mandate to the Directors to issue new Shares (ordinary resolution No. 5 (C) of the notice of annual general meeting).	2,311,710,600 (100%)	0 (0%)

As more than 50% of the votes were cast by way of poll in favour of each of the resolutions in items nos. 1, 2(a), 2(c), 2(d), 3, 4, 5(A), 5(B) and 5(C) above, all these resolutions proposed were duly passed as ordinary resolutions at the 2018 AGM. As less than 50% of the votes were cast in favour of the resolution in item no. 2(b) above, this ordinary resolution proposed at the AGM was not passed.

## RETIREMENT OF DIRECTOR

As stated in the AGM Circular, Mr. Gao Hong ("Mr. Gao") would retire at the AGM in accordance with the Articles of Association. As the resolution for re-election of himself was not passed by the Shareholders at the AGM, Mr. Gao retired as Director at the conclusion of the AGM.

The Company extends its appreciation to Mr. Gao for his contribution to the Company during their tenure of office.

For and on behalf of  
**On Real International Holdings Limited**  
Tam Wing Ki  
*Chairman and executive Director*

Hong Kong, 25 July 2018

*As at the date hereof, the executive Directors are, Mr. Tam Wing Ki, Mr. Fu Yan Ming and Mr. Kwok Ming Fai, and the independent non-executive Directors are Mr. Chan Shiu Man, Mr. Fung Chan Man Alex 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.*

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