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偉祿集團控股有限公司
REALORD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1196)

VOLUNTARY ANNOUNCEMENT – ACQUISITION OF THE TARGET

This announcement is made by Realord Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

ACQUISITION OF THE TARGET

The board (the “**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that Realord Manureen Financial Group Limited (the “**Purchaser**”, a direct wholly-owned subsidiary of the Company) and two individuals (the “**Vendors**”) had entered into a conditional sale and purchase agreement (the “**Agreement**”) dated 14 September 2018, which became effective on 17 September 2018, in relation to the acquisition (the “**Acquisition**”) of the entire issued share capital of a company incorporated in Hong Kong (the “**Target**”) at a cash consideration of HK\$7,300,000 (subject to adjustment). The Target is licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the “**SFO**”) and is a corporation authorised by the Hong Kong Confederation of Insurance Brokers (the “**HKCIB**”) as an intermediary to broker long term (including linked long term) insurance under Insurance Ordinance (Chapter 41 of the Laws of Hong Kong). To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the Vendors is a third party independent of the Company and its connected persons (as defined under The Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

The cash consideration for the Acquisition of HK\$7,300,000 (subject to adjustment) shall be payable as to (i) HK\$730,000 as a deposit which has been paid by the Purchaser to the Vendors (the “**Deposit**”); (ii) HK\$2,190,000 which has been paid by the Purchaser to the legal advisers of the Company acting as an escrow agent which will hold on escrow pending Completion (the “**First Payment**”); and (iii) HK\$4,380,000 which shall be paid to the Vendors or their nominee(s) upon Completion (subject to adjustments to be further agreed between the Purchaser and one of the Vendors with reference to cash at bank, refundable deposit, amounts receivables, invoices and other items in the audited accounts of the Target as at the date of Completion).

Completion of the Acquisition (the “**Completion**”) is conditional upon the fulfilment and/or waiver (as the case may be) of certain conditions precedent which includes, among other things, (i) the Purchaser being satisfied with the results of the due diligence investigation on the legal, financial and operational aspects of the Target and its prospects; and (ii) the obtaining of all necessary approvals, consents and registrations of Securities and Futures Commission of Hong Kong (the “**SFC**”), HKCIB and other relevant governmental and regulatory authorities in respect of the Agreement, on or before 10 July 2019 (or such other later date the parties to the Agreement may agree). If the failure to obtain the relevant approval from the SFC in respect of the change of the substantial shareholder of the Target to the Purchaser or its nominee is solely attributable to the Purchaser, the Vendors shall be entitled to forfeit the Deposit and the First Payment. Subject to the aforesaid, the Deposit and the First Payment shall be refundable to the Purchaser if Completion does not take place due to any reason whatsoever and shall be immediately refunded to the Purchaser upon demand.

The Group is principally engaged in (i) provision of financial printing, digital printing and other related services; (ii) sales of hangtags, labels, shirt paper boards and plastic bags; (iii) distribution and sales of motor vehicle parts; (iv) provision of securities brokerage services and margin financing; (v) trading of electronic products and computer components; (vi) property investment; and (vii) sourcing, dismantling and trading of scrap materials. The Group currently holds the licence to carry out Type 1 (dealing in securities) regulated activity under the SFO. In view of the prospects of the financial industry in Hong Kong, the Directors consider that the Acquisition will provide an opportunity for the Group to expand its foothold in the financial service industry and broaden its revenue stream.

LISTING RULES IMPLICATION

As all of the relevant applicable percentage ratios in respect of the Acquisition are less than 5%, the Acquisition did not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules. This announcement is made by the Company on a voluntary basis.

By order of the Board
Realord Group Holdings Limited
Lin Xiaohui
Chairman

Hong Kong, 18 September 2018

As at the date of this announcement, the executive Directors of the Company are Dr. Lin Xiaohui, Madam Su Jiaohua and Mr. Lin Xiaodong and the independent non-executive Directors are Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue.