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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)

**UPDATE IN RELATION TO
THE PRE-CONDITIONAL VOLUNTARY CASH OFFER BY**



**ON BEHALF OF
REALORD GROUP HOLDINGS LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES OF
THE SINCERE COMPANY, LIMITED**

Reference is made to (i) the joint announcements issued by Realord Group Holdings Limited (“**Realord**”) and The Sincere Company, Limited (“**Sincere**”) dated 15 May 2020 (the “**Joint Announcement**”), 5 June 2020, 17 June 2020, 17 July 2020, 4 August 2020, 4 September 2020, 6 October 2020, 6 November 2020, 7 December 2020 and 7 January 2021; and (ii) the announcement issued by Realord dated 9 February 2021 (the “**February Update Announcement**”) respectively, in relation to, among other matters, the Offer.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, in view of the pressure of meeting Sincere’s financial needs for daily operation amid the outbreak of the COVID-19, an unsecured loan in the principal amount of HK\$80 million, carrying an interest of 10% per annum (the “**Loan**”), was sought by Sincere from and granted by Realord Finance on 3 April 2020 for a term of 18 months and such loan had been fully drawn down.

The board of directors of Realord would like to inform the Realord Shareholders that at or around 3:45 p.m. on 22 February 2021, Realord Finance received in good fund the full repayment of HK\$83,409,648.33, representing the principal amount of the Loan together with accrued interest. As at the date of this announcement, the SinCo Group has no amount owed to any members of the Realord Group.

STATUS OF FULFILMENT OF THE PRE-CONDITIONS

As disclosed in the Joint Announcement, the making of the Offer is subject to the satisfaction or waiver (as the case may be) of the Pre-Conditions. As set out in the February Update Announcement, in relation to the progress of fulfilment of the Pre-Conditions, on 26 January 2021, relevant applications to the Insurance Authority for the requisite approval from the Insurance Authority of the proposed change of “controllers” (within the meanings of the Insurance Ordinance) of Sincere LA and Sincere II were duly made by Realord, MHL, Dr. Lin Xiaohui and Madam Su Jiaohua.

On 25 February 2021, a corresponding application with regard to such proposed change of “controllers” was submitted by legal advisor of Sincere to the Insurance Authority by email on behalf of Sincere II pursuant to a regulatory requirement to which Sincere II is subject.

Realord will continue to progress with the fulfilment of the Pre-Conditions and monitor the development closely. The board of directors of Realord confirms that save as aforesaid, there is no further update in respect of the fulfilment of the Pre-Conditions from the date of the February Update Announcement.

Further announcement(s) setting out the progress and any material developments in relation to the Offer will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code and/or on a monthly basis until the despatch of the offer document of the Offer.

WARNING

The Pre-Conditions must be satisfied or, if permitted, waived (as the case may be) before the making of the Offer. The making of the Offer is therefore a possibility only. Accordingly, the Realord Shareholders and prospective investors are advised to exercise extreme caution when dealing in the securities of Realord. Persons who are in doubt as to the action they should take should consult their professional advisers.

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

Hong Kong, 26 February 2021

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

The directors of Realord jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.