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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

Reference is made to (i) the announcements issued by The Sincere Company, Limited (“**Sincere**”) dated 25 February 2021, 16 April 2021 and 4 May 2021 in relation to, among other matters, the HK\$150 million Loan Facility (collectively, the “**Announcements**”); and (ii) the offer document issued by Realord Group Holdings Limited (“**Realord**”) dated 5 May 2021 in relation to, among other matters, the Offer (the “**Offer Document**”).

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Offer Document.

BACKGROUND

As disclosed in the Offer Document, on 3 May 2021, the Offeror and Altus Capital were informed by the financial adviser of Sincere that the legal adviser of the Lender has issued a letter to Sincere that, among others, the Lender demands Sincere, as the borrower, to make a repayment of the HK\$150 million Loan Facility, including the outstanding principal of HK\$150,000,000 and the interest accrued on the outstanding principal for the period up to 5 May 2021 of HK\$1,117,808, totalling HK\$151,117,808, on 6 May 2021 before 5:00 p.m. (the “**3 May Letter**”). In response to the 3 May Letter, Altus Capital had written to the financial adviser of Sincere on 3 May 2021 that the Offeror expects the Sincere Board to take all necessary actions to protect the interests of Sincere, including serious negotiation with the Lender to minimise disruptions to the business of Sincere. Sincere made an announcement in respect of the 3 May Letter on 4 May 2021.

THE PROPOSAL

To protect the interests of Sincere and Realord, the legal adviser of Realord had written to the legal adviser of the Lender on 5 May 2021, and proposed, subject to finalisation and execution of the necessary legal documentation, to acquire all of the Lender's rights under the loan agreement (the “**Loan Agreement**”) and all the related security documents (the “**Security Documents**”) of the HK\$150 million Loan Facility at the consideration equivalent to the total outstanding principal and interest thereon accruing from time to time up to the date of completion of such acquisition (the “**Proposal**”). Subject to satisfactory review of the Loan Agreement and the Security Documents, Realord is willing and prepared to complete the proposed acquisition as soon as practicable within 3 business days.

Realord has the readily available funds to complete the Proposal. In order to further demonstrate its sincerity, Realord is making arrangements to deposit sufficient funds on escrow with a solicitors firm, which shall be released upon Realord's instructions for the purpose of completing the proposed acquisition.

Meanwhile, to avoid unnecessary complications arising, including those in relation to the Offer, Realord had requested the Lender to refrain from taking any formal action in the meantime in relation to the HK\$150 million Loan Facility, whether under the Loan Agreement or any other Security Documents or otherwise.

Realord is waiting for the response of the Lender on the Proposal.

Realord Shareholders and potential investors should note that the Proposal may or may not complete. Realord Shareholders and potential investors are advised to exercise caution when dealing in the securities of Realord.

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

Hong Kong, 5 May 2021

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

The directors of the Offeror 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.