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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 4 February 2021, 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**”); (ii) the voluntary announcement issued by Realord Group Holdings Limited (“**Realord**”) on 5 May 2021 (the “**Realord 5 May 2021 Announcement**”); and (iii) the offer document issued by 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, the Realord 5 May 2021 Announcement and the Offer Document.

UPDATE ON THE PROPOSAL

As stated in the Realord 5 May 2021 Announcement, 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 and all the Security Documents of the HK\$150 million Loan Facility. Realord was informed by the legal adviser of the Lender on 6 May 2021 that the Lender did not accept the Proposal.

Realord subsequently proposed to the Sincere Board to extend a loan facility directly to Sincere with security on substantially the same terms as the security provided under the HK\$150 million Loan Facility, for the purpose of repayment to the Lender of all the outstanding loan and interests accruing thereon under the HK\$150 million Loan Facility (the “**Second Proposal**”).

Realord received a response from Sincere’s financial adviser that Sincere welcomes the Second Proposal and requests Realord to commence preparation of the relevant documents. Realord has provided drafts of the loan agreement and related documents to Sincere.

UPDATE ON THE DEED

On 6 May 2021, Realord also received an email from the legal adviser who was instructed to write on behalf of directors of Sincere stating, among others, that Sincere is the beneficiary of the Deed and Sincere does not admit that the purported cancellation of the Deed by Win Dynamic is valid or effective.

Realord Shareholders and potential investors should note that the Second Proposal may or may not be completed. 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, 6 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.