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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)

**COMPLETION OF
THE ACQUISITION OF THE ENTIRE EQUITY INTEREST IN
REALORD VENTURES LIMITED AND MANUREEN VENTURES LIMITED**

Reference is made to the circular of Realord Group Holdings Limited (the “**Company**”) dated 23 March 2018 (the “**Circular**”) regarding the proposed acquisition of the entire equity interest in Realord Ventures Limited and Manureen Ventures Limited (i.e. the Acquisition), which constitutes a very substantial acquisition and connected transaction of the Company under the Listing Rules. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that all conditions precedent to the Acquisition Agreement have been fulfilled. On 19 April 2018, Completion took place in accordance with the Acquisition Agreement, save for the deferment of payment of RMB1,400 million of the Cash Consideration as detailed below.

A bank facility in the amount of RMB3,730,000,000 (equivalent to approximately HK\$4,476 million), secured by the mortgage of the Guanlan Property and the Guangming Property, has been obtained by the Group for the purpose of the Acquisition. In this light, it is confirmed that the Cash Consideration is RMB3,600,000,000 (equivalent to approximately HK\$4,323 million). On this basis, the Total Consideration (subject to adjustment based on the Completion Accounts) under the Acquisition Agreement is as follows:

- (i) as to RMB3,600,000,000 (equivalent to approximately HK\$4,323 million), being the Cash Consideration, to be settled in the way detailed below;
- (ii) as to RMB1,108,828,856 (equivalent to approximately HK\$1,331 million) having been satisfied by way of allotment and issue of 280,998,482 Consideration Shares, credited as fully paid, to the Vendors at Completion;

- (iii) as to RMB1,517,321,723 (equivalent to approximately HK\$1,822 million) having been satisfied by way of the issue of the First Tranche Promissory Note to the Vendors at Completion; and
- (iv) as to RMB100,000,000 (equivalent to approximately HK\$120 million) (subject to adjustment based on the Completion Accounts) to be satisfied by way of the Second Promissory Note to be issued to the Vendors after receipt of the Completion Accounts.

It was provided in the Acquisition Agreement that the Cash Consideration would be payable in full at Completion. However, it has been now agreed by the parties to the Acquisition Agreement that the Cash Consideration shall be settled as follows:

- (i) as to RMB2,200 million (equivalent to approximately HK\$2,642 million) having been paid to the Vendors at Completion; and
- (ii) as to the remaining amount of RMB1,400 million (equivalent to approximately HK\$1,681 million) payable after necessary filing and registration of the first mortgage of the Guanlan Property and Guangming Property with the relevant government authorities to the bank have been completed, which is expected to be completed within a month.

The Board considers that the aforesaid change is not a material change to the terms of the Acquisition. Further announcement with respect to the settlement of the balance of the Cash Consideration will be made under the Listing Rules as and when appropriate.

In this announcement, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.2007. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted into HK\$ at such rate or at all.

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

Hong Kong, 19 April 2018

As at the date of this announcement, the executive Directors 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.