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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, 31 March 2021, 16 April 2021 and 4 May 2021 in relation to, among other matters, the HK\$150 million Loan Facility (collectively, the “**Sincere Announcements**”); (ii) the voluntary announcements issued by Realord Group Holdings Limited (“**Realord**”) on 6 May 2021 and 7 May 2021 (the “**Realord 7 May Announcement**”) in relation to, among other things, the Second Proposal (collectively, the “**Realord Announcements**”); (iii) the offer document issued by Realord dated 5 May 2021 in relation to the Offer (the “**Offer Document**”); and (iv) the announcement issued by Realord on 7 May 2021 regarding the Offer becoming unconditional in all respects.

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

### **THE REALORD LOAN AGREEMENT**

Subsequent to the events set out in the Realord 7 May Announcement, on 10 May 2021, Realord Finance, a wholly-owned subsidiary of Realord, had entered into the related loan facility agreement under the Second Proposal (the “**Realord Loan Agreement**”) with Sincere, pursuant to which Realord Finance has agreed to provide a term loan facility (the “**Realord Loan Facility**”) of up to HK\$152,000,000 to Sincere. The Realord Loan Facility carries an interest rate of ten per cent. (10%) per annum, and is repayable 12 months after drawdown, subject to Realord Finance’s right to demand for early repayment. Pursuant to the Realord Loan Agreement, Sincere shall apply all amounts borrowed under the Realord Loan Facility towards repayment to the lender of the HK\$150 million Loan Facility (the “**Lender**”) in respect of all the outstanding loan and interests thereon accruing from time to time and any other amount (if any) owing by Sincere under the HK\$150 million Loan Facility.

As one of the conditions precedent for making the utilisation request under the Realord Loan Agreement, Sincere has executed a debenture on 10 May 2021 in favour of Realord Finance (the “**Realord Debenture**”), which gives (i) a first fixed charge over the fixed property and assets of Sincere; and (ii) first floating charge over the undertaking and all other property assets and rights of Sincere, subject to the debenture under the HK\$150 million Loan Facility to the extent that they have not been discharged and/or released by the Lender. Once Realord becomes entitled to exercise, or control the exercise of, more than 50% of the voting power at any general meeting of Sincere, and have appointed the majority of the members of the Sincere Board, Realord Finance shall release and/or discharge all of its rights, benefits, title and interests under the Realord Debenture.

As confirmed with the Lender by the legal advisers of Sincere, the outstanding principal amount of the HK\$150 million Loan Facility together with interests accrued thereon up to 10 May 2021 is HK\$151,446,575. On 10 May 2021, a loan in the said amount of HK\$151,446,575 was drawn down by Sincere under the Realord Loan Facility and a cheque in the said amount of HK\$151,446,575 payable to the Lender was delivered to the legal advisers of the Lender pursuant to the arrangement provided for under the Realord Loan Agreement. The legal advisers of Realord have been informed by the legal advisers of Sincere on the evening of 10 May 2021, that the legal advisers of the Lender were instructed not to accept the cheque in the said amount of HK\$151,446,575. Accordingly, Realord’s legal advisers, on the same evening of 10 May 2021, have requested the legal advisers of Sincere to request the legal advisers of the Lender to provide details of the exact logistics, terms and conditions in writing on which the full repayment of any outstanding amount under the HK\$150 million Loan Facility can be processed and completed as soon as practicable. In light of this development, Realord Finance is prepared to take reasonable steps to facilitate full repayment of the monies due under the HK\$150 million Loan Facility to the Lender.

**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, 10 May 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.*