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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)

ANNOUNCEMENT

Reference is made to the announcement (the “**Announcement**”) of Realord Group Holdings Limited (the “**Company**”) dated 1 December 2021 in relation to, among other things, the share transfer agreement dated 30 November 2021 and entered into between Dr. Lin Xiaohui (“**Dr. Lin**”), the chairman and executive director of the Company and the 70% beneficial owner of Manureen Holdings Limited, the controlling shareholder of the Company, and Mr. Ma Chao. Unless otherwise defined in this announcement, terms used herein shall have the same meanings as those ascribed to them in the Announcement.

The Company was informed by Dr. Lin that each of the Nominated Transferees entered into a deed of undertaking and option in respect of the Batch 2 RL Shares, the salient terms of which were further agreed as follows:

- (i) none of the Batch 2 RL Shares held by any of the Nominated Transferees shall be disposed of during the period from the date of the Share Transfer Completion (i.e. 31 December 2021) up to 30 June 2022;
- (ii) each of the Nominated Transferees is granted an option (the “**First Put Option**”) to sell any or all of the Batch 2 RL Shares held by it at the price of HK\$12.6 per Share to Dr. Lin and/or Mr. Ma, and the First Put Option is exercisable by the relevant Nominated Transferee at any time during the period from 1 July 2022 to 30 July 2022 (both days inclusive);
- (iii) each of the Nominated Transferees is granted a further option (the “**Second Put Option**”) to sell any or all of the Batch 2 RL Shares held by it as at 31 December 2022 at the price of HK\$13.2 per Share to Dr. Lin and/or Mr. Ma (other than those Batch 2 RL Shares already sold by it to Dr. Lin and/or Mr. Ma by exercising the First Put Option), and the Second Put Option is exercisable at any time by the relevant Nominated Transferee during the period from 1 January 2023 to 30 January 2023 (both days inclusive); and

- (iv) Dr. Lin and/or Mr. Ma are granted an option (the “**Call Option**”) to acquire from any of the Nominated Transferees all the Batch 2 RL Shares held by such Nominated Transferee at the price of HK\$15.6 per Share (other than those Batch 2 RL Shares already sold by such Nominated Transferee to Dr. Lin and/or Mr. Ma by exercising the First Put Option and/or the Second Put Option), and the Call Option is exercisable by Dr. Lin and/or Mr. Ma at any time during the period from 25 January 2022 to 31 December 2022. For the avoidance of doubt, the Call Option shall only be exercised by Dr. Lin and/or Mr. Ma once for the Batch 2 RL Shares held by the relevant Nominated Transferee.

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

Hong Kong, 28 January 2022

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