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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)

**CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO
THE PROVISION OF FINANCING SERVICES**

THE FINANCING AGREEMENT

After the Stock Exchange trading hours on 28 October 2020, Realord APSL (an indirect 89.3%-owned subsidiary of the Company), Dr. Lin, Madam Su, Mr. Lin and Ms. Lin (together, the “Lin Family Members”) entered into the Financing Agreement. Realord APSL is principally engaged in the provision of securities brokerage and margin financing services. Pursuant to the Financing Agreement, Realord APSL shall provide the IPO financing services and margin financing services (together, the “Financing Services”) to the Lin Family Members and their respective majority-owned companies for a term commencing from 1 January 2021 and ending on 31 December 2023 (both days inclusive).

LISTING RULES IMPLICATIONS

Dr. Lin and Madam Su are executive Directors and spouse to each other. Dr. Lin and Madam Su respectively holds 70% and 30% of the equity interests in Manureen Holdings, the controlling shareholder of the Company, which in turn holds 1,073,160,000 Shares, representing approximately 74.6% of the entire issued share capital of the Company as at the date of this announcement. Mr. Lin is a director of certain subsidiaries of the Company (including Realord APSL), the son of Dr. Lin and Madam Su, and the brother of Ms. Lin. Ms. Lin is the daughter of Dr. Lin and Madam Su, and the sister of Mr. Lin. By virtue of the aforesaid relationships of Dr. Lin, Madam Su and Mr. Lin with the Group and Ms. Lin as an associate of each of them, each of the Lin Family Members is a connected person of the Company under Chapter 14A of the Listing Rules.

As the proposed maximum daily balance of the financing to be extended to the Lin Family Members by way of the IPO financing and margin financing is more than HK\$10,000,000 in aggregate and the relevant applicable percentage ratios are more than 5%, the Financing Agreement and the transactions contemplated thereunder and the related annual caps for the IPO financing and margin financing are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL MEETING

The SGM will be convened and held by the Company to consider and, if thought fit, approve, among other things, the Financing Agreement and the transactions contemplated thereunder (including the relevant annual caps for IPO financing and margin financing).

The IBC, comprising all the independent non-executive Directors, will be established to give recommendation to the Independent Shareholders on the terms of the Financing Agreement and the transactions contemplated thereunder, and an independent financial adviser will be appointed to advise the IBC and the Independent Shareholders in this regard.

A circular containing, among other things, (i) details of the Financing Agreement; (ii) the letter of recommendation from the IBC to the Independent Shareholders in respect of the Financing Agreement and the transactions contemplated thereunder; (iii) the letter of advice from the independent financial adviser to be appointed to advise the IBC and the Independent Shareholders in respect the Financing Agreement and the transactions contemplated thereunder; and (iv) a notice convening the SGM, is expected to be despatched to the Shareholders on or before 18 November 2020.

THE FINANCING AGREEMENT

- Date** : 28 October 2020
- Parties** :
- (i) Realord Asia Pacific Securities Limited, an indirect 89.3%-owned subsidiary of the Company;
 - (ii) Dr. Lin Xiaohui;
 - (iii) Madam Su Jiaohua;
 - (iv) Mr. Lin Sen; and
 - (v) Ms. Lin Na.

Realord APSL is a corporation licensed to carry out Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and is principally engaged in the provision of securities brokerage and margin financing services.

Dr. Lin and Madam Su are executive Directors and spouse to each other. Dr. Lin and Madam Su respectively holds 70% and 30% of the equity interests in Manureen Holdings, the controlling shareholder of the Company, which in turn holds 1,073,160,000 Shares, representing approximately 74.6% of the entire issued share capital of the Company as at the date of this announcement. Mr. Lin is a director of certain subsidiaries of the Company (including Realord APSL), the son of Dr. Lin and Madam Su, and the brother of Ms. Lin. Ms. Lin is the daughter of Dr. Lin and Madam Su, and the sister of Mr. Lin. By virtue of the aforesaid relationships of Dr. Lin, Madam Su and Mr. Lin with the Group and Ms. Lin as an associate of each of them, each of the Lin Family Members is a connected person of the Company under Chapter 14A of the Listing Rules.

- Terms** : The Financing Agreement shall commence on 1 January 2021 and end on 31 December 2023 (both days inclusive).
- Scope of services** : Realord APSL shall provide (i) IPO financing services; and (ii) margin financing services to the Lin Family Members and their respective majority-owned companies. Each of the transactions to be conducted pursuant to the Financing Agreement shall also be subject to separate standard agreement(s), form(s), letter(s) and/or other document(s) in a form which are applicable to all clients of Realord APSL and have been adopted by Realord APSL from time to time.

Condition precedent : The Financing Agreement and the transactions contemplated thereunder are conditional upon the approval by the Independent Shareholders at the SGM.

Pricing terms : The terms and conditions of the transactions contemplated under the Financing Agreement (including the payment of interests arising from or in connection with the provision of the Financing Services to Realord APSL) shall be (i) on normal commercial terms, negotiated on an arm’s length basis between the parties to the Financing Agreement, fair and reasonable, no less favourable to the Group than those offered to independent third party clients for the provision of similar financing services by Realord APSL and in the interest of the Company and its Shareholders as a whole; and (ii) in accordance with the standard pricing and credit policy of Realord APSL which is applicable to all of its clients (details of which are disclosed under the sections headed “Standard pricing policy” and “Internal control measures” below).

THE PROPOSED ANNUAL CAPS

The proposed maximum daily balance of the financing to be extended to each of the Lin Family Members and their respective majority-owned companies as contemplated under the Financing Agreement for each of the three years ending 31 December 2021, 2022 and 2023 are set out below:

	For the year ending 31 December		
	2021	2022	2023
	<i>HK\$'million</i>	<i>HK\$'million</i>	<i>HK\$'million</i>
Maximum daily balance of:			
– IPO financing			
<i>Dr. Lin</i>	250	250	250
<i>Madam Su</i>	250	250	250
<i>Mr. Lin</i>	250	250	250
<i>Ms. Lin</i>	250	250	250
	<hr/>	<hr/>	<hr/>
<i>Total</i>	1,000	1,000	1,000
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
– Margin financing			
<i>Dr. Lin</i>	20	20	20
<i>Madam Su</i>	–	–	–
<i>Mr. Lin</i>	20	20	20
<i>Ms. Lin</i>	20	20	20
	<hr/>	<hr/>	<hr/>
<i>Total</i>	60	60	60
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Note: The respective amounts of maximum daily balance of financing to be extended to each of the Lin Family Members as disclosed above include the balances under his/her personal account and the accounts of his/her majority-owned companies.

Basis of determining the annual caps

(i) IPO financing services

Based on the information available on the official website of the Stock Exchange, Hong Kong was the world's leading IPO venue in terms of IPO fund raising amount in 2019 and for seven out of the last 11 years. During the nine months ended 30 September 2020, the total IPO funds raised amounted to approximately HK\$211.4 billion, representing a growth of approximately 58% as compared to the same period in the previous year. According to information available on the official website of the Stock Exchange, there were 176 active IPO applications under processing or with approval in principle granted by the Stock Exchange as at 30 September 2020. The Group noted that the majority of the funds raised during the nine months ended 30 September 2020 was attributable to 31 IPOs, each raising total IPO net proceeds of over HK\$1 billion (before over-allotment option is exercised, where applicable) (the "**Identified Companies**"). The respective amount payable on application for subscribing the maximum number of shares of the Identified Companies under the respective public offer in Hong Kong ranged from approximately HK\$56 million to HK\$793 million (with an average of approximately HK\$205 million). Among the public offers in Hong Kong for the Identified Companies, they were oversubscribed by an average of approximately 408 times and as high as approximately 1,896 times. Given that over-subscriptions in IPOs are common, investors tend to obtain IPO financing in the market and apply for larger number of shares to increase their chance of successful applications.

The proposed maximum daily balance of the IPO financing of HK\$250 million to be extended to each of the Lin Family Members and their respective majority-owned companies for each of the three financial years ending 31 December 2021, 2022 and 2023 under the Financing Agreement is determined having taken into account (i) the anticipated appetite of the Lin Family Members for subscription of IPOs to be launched in the market in the period covered by the Financing Agreement; (ii) the sound financial standing of the Lin Family Members after considering their profiles and financial positions; and (iii) the number of active IPO applications as mentioned above and the prevailing securities market sentiment in Hong Kong for IPO. During the nine months ended 30 September 2020, the largest subscription application for a single IPO made by Manureen Holdings (a company owned as to 70% and 30% by Dr. Lin and Madam Su respectively and the controlling shareholder of the Company), Mr. Lin and New Challenger (a company wholly-owned by Ms. Lin) amounted to approximately HK\$127 million, HK\$78 million and HK\$30 million respectively, which were not funded by the IPO financing provided by Realord APSL. The aforesaid amount indicated the Lin Family Members' appetite for IPO subscription applications.

(ii) Margin financing services

According to the statistics published by the Stock Exchange, there were 2,518 listed companies in Hong Kong with a total market capitalisation of approximately HK\$41.6 trillion as at 30 September 2020, representing an approximately 5% and 36% growth in the number of listed companies and market capitalisation as compared to those as at 30 September 2019 respectively. The average daily turnover of the Hong Kong securities market for the first nine months of 2020 was approximately HK\$125.7 billion, which was approximately 39% higher when compared to the same period in 2019. The Group's management expects that the securities market will remain active, in particular with the stock connect collaborations between the Stock Exchange, the Shanghai Stock Exchange and the Shenzhen Stock Exchange.

The proposed maximum daily balance of margin financing of HK\$20 million to be extended to each of Dr. Lin, Mr. Lin and Ms. Lin for each of the three financial years ending 31 December 2021, 2022 and 2023 is determined having taken into consideration of (i) the anticipated demand of Dr. Lin, Mr. Lin and Ms. Lin for margin financing services; (ii) their sound financial standing after considering their profiles and financial positions; (iii) the range of the size of margin loan facilities provided by Realord APSL to independent third party clients; and (iv) the prevailing securities market sentiment in Hong Kong. For the nine months ended 30 September 2020, the securities transaction amount transacted by Manureen Investment Limited (a company wholly-owned by Dr. Lin), Manureen Holdings, Mr. Lin and New Challenger through their respective accounts in Realord APSL was approximately HK\$40 million, HK\$2 million, HK\$46 million and HK\$217 million respectively, which were not funded by the margin financing provided by Realord APSL except that New Challenger utilised a margin facility granted by Realord APSL of not more than HK\$3 million, for which no default in meeting margin calls was noted.

STANDARD PRICING POLICY

IPO financing services

Realord APSL determines the interest rate charged for each IPO financing with reference to, among other things, the securities market sentiment for the relevant IPO, the prevailing interest rates offered by other brokers in the market and the funding cost of Realord APSL. It is the policy of Realord APSL to offer the same interest rate to all of its clients for financing in respect of the same IPO.

Margin financing services

Realord APSL determines the interest rate charged for margin financing for each client based on the prime rate as quoted by the principal banker(s) of the Group as a base rate plus an interest spread. Such interest spread shall be determined with reference to, among other things, the credit standing of and the quality of securities provided by its client.

INTERNAL CONTROL MEASURES

IPO financing services

Set out below are the standard internal control measures of Realord APSL in conducting its business in relation to IPO financing services:

- (i) a responsible officer assesses market perception and demand for an IPO and seeks the approval of directors of Realord APSL as to whether the IPO financing services should be provided to its clients and if so, the relevant IPO financing margin ratio and interest rate to be charged. The IPO financing margin ratio and interest rate to be charged by Realord APSL are the same for all of its clients in respect of the same IPO; and
- (ii) following the approval of the directors of Realord APSL, the sales support team liaises with the finance department to see if any IPO facility could be obtained from the principal bank(s) of Realord APSL for the provision of such financing services to clients. If an IPO facility is available, the sales support team shall collect indicative demand from clients. The credit department shall also perform credit checks upon receipt of each client's application to ensure that there is sufficient margin in the client's account. The directors of Realord APSL shall determine the allocations of IPO financing amount among its clients based on the funding available.

In addition to the standard internal control policy above, Realord APSL adopts the following additional internal control measures in respect of the IPO financing services to be provided to the Lin Family Members and their respective majority-owned companies:

- (i) the sales support team shall ensure that the interest rate to be charged and IPO financing margin ratio applicable to the Lin Family Members and their respective majority-owned companies are the same as those to be offered to independent third party clients for the same IPO application;
- (ii) pre-approval shall be obtained from any two of the independent non-executive Directors and the chief financial officer of the Company for each IPO application received from the Lin Family Members and their respective majority-owned companies to ensure that the terms of the IPO financing are in accordance with Realord APSL's policy and the Financing Agreement, and the aggregate amount of loans outstanding and to be granted does not exceed the relevant annual caps; and
- (iii) Realord APSL shall ensure that the allocation of facilities is fair and no more favourable to the Lin Family Members and their respective majority-owned companies as compared to independent third party clients. Subject to the funding(s) available from its principal bank(s) for provision of such financing services (the "**Available Funds**"), the directors of Realord APSL shall allocate the Available Funds to its clients in proportion to their indicative IPO subscription amounts for a specific IPO. For the purpose of maintaining a balanced client portfolio, the following allocation policy is adopted in the event that the Available Funds are not sufficient to fulfil the total indicative IPO subscription amounts of all of its clients:

- (a) if the aggregate indicative IPO subscription amount from the Lin Family Members and their respective majority-owned companies represents more than 50% of the total indicative IPO subscription amounts of all clients (including the Lin Family Members and their respective majority-owned companies), Realord APSL would allocate a maximum of 50% of the Available Funds to the Lin Family Members and their respective majority-owned companies. If the Available Funds are not fully utilised after the aforesaid allocation, Realord APSL may, in this case, provide the unutilised Available Funds to the Lin Family Members and their respective majority-owned companies; and
- (b) if the aggregate indicative IPO subscription amount from the Lin Family Members and their respective majority-owned companies represents less than 50% of the total indicative IPO subscription amounts of all clients (including the Lin Family Members and their respective majority-owned companies), Realord APSL would allocate the Available Funds on a pro-rata basis to (1) the Lin Family Members and their respective majority-owned companies; and (2) independent third party clients.

The allocation among each of the Lin Family Members and their respective majority-owned companies shall be in proportion to their respective indicative IPO subscription amount.

Margin financing services

Set out below are the standard internal control measures of Realord APSL which are applicable to the provision of margin financing services to all of its clients:

- (i) Realord APSL enters into standing authority letter and standard client agreement with each client which govern the standard terms and conditions adopted by Realord APSL in respect of the provision of margin financing services applicable to all of its clients;
- (ii) prior to the grant of the margin facility limit to a client and determining the relevant interest rate to be charged, the credit department performs an assessment of a client based on, among other things, the profile, financial standing and trading patterns of such client. The grant of margin facility limit to a client, depending on the amount, together with the interest rate to be charged shall be approved by responsible officer(s), member(s) of credit assessment committee (a committee comprising the chairman, the deputy chairman, an executive director and the head of equity capital market of Realord APSL and the chief financial officer of the Company) (the “**Credit Assessment Committee**”) or the board of directors of Realord APSL (as the case maybe) respectively. The margin facility limit granted will be reviewed on an annual basis. The interest rate for margin financing services is determined in accordance with the standard pricing policy of Realord APSL and the basis set out in the section headed “Standard pricing policy” above. From time to time, the interest rate charged to its clients will be reviewed to ensure that it is consistent with the market rate; and

- (iii) the clients are required to maintain sufficient deposits and collateral in their accounts. All clients are subject to the same margin financing ratios for the same security collateral which are approved by the Credit Assessment Committee. In the event the value of clients' margin account falls below the required level set by Realord APSL, the credit department will initiate margin call to the relevant client, whereby the client is expected to settle the margin call within a reasonable period of time. In the event of default, Realord APSL shall be entitled to, among other things, sell all or part of the collateral at terms it thinks fit and apply the proceeds to discharge the indebtedness owed by such client.

In addition to the standard internal control policy described above, Realord APSL adopts the following additional internal control measures in respect of the margin financing services to be provided to each of Dr. Lin, Mr. Lin, Ms. Lin and their respective majority-owned companies:

- (i) a responsible officer shall review and approve the proposed interest rate charged and the margin financing ratio applicable to Dr. Lin, Mr. Lin, Ms. Lin and their respective majority-owned companies to ensure that they are no less favourable to the Group than those offered to independent third party clients; and
- (ii) approval shall be obtained from any two of the independent non-executive Directors and the chief financial officer of the Company for the grant of margin facility limit exceeding HK\$20 million to each of Dr. Lin, Mr. Lin, Ms. Lin and their respective majority-owned companies.

Other additional internal control measures

To monitor compliance of the relevant Listing Rules applicable to connected transactions, the Company also adopts the following measures:

- (i) the operations department is responsible for the day-to-day monitoring of the level of Financing Services offered to the Lin Family Members and their respective majority-owned companies and shall report to the chief financial officer of the Company when the loan amounts for the respective Financing Services approach the respective annual caps;
- (ii) the independent non-executive Directors will perform annual review pursuant to Rule 14A.55 of the Listing Rules on whether the transactions conducted under the Financing Agreement are in the ordinary and usual course of business of the Group, on normal commercial terms or better and on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and

- (iii) pursuant to Rule 14A.56 of the Listing Rules, the Company’s auditor will confirm, among other things, (a) whether the Financing Services have been approved by the Board; (b) whether the Financing Services provided to the Lin Family Members are, in all material respects, in accordance with the pricing policies of Realord APSL; (c) whether the transactions have been entered into, in all material aspects, in accordance with the Financing Agreement; and (d) whether the annual caps of the Financing Services have been exceeded.

REASONS FOR AND BENEFITS OF ENTERING INTO OF THE FINANCING AGREEMENT

The Group is principally engaged in (i) the provision of financial printing, digital printing and other related services; (ii) sales of hangtags, labels, shirt paper boards and plastic bags to manufacturers of consumer products; (iii) distribution and sales of motor vehicle parts; (iv) provision of corporate finance advisory, asset management, securities brokerage, margin financing and money lending services; (v) property investment, development and commercial operation; and (vi) the environmental protection industry, mainly in dismantling and trading of scrap materials.

As disclosed in the paragraph headed “Basis of determining the annual caps” under the section headed “The proposed annual caps” above, the stock market (including IPOs) in Hong Kong has been active. While the securities brokerage and margin financing sector continues to grow due to high level of activities in the Hong Kong stock market, there is also immense competition within the sector. To increase the competitiveness of the Group in this sector, the Group has been putting effort in expanding its customer portfolio and retaining customers by delivering quality services at competitive terms. The entering into of the Financing Agreement enables Realord APSL to offer the Financing Services to the Lin Family Members and their respective majority-owned companies from time to time, which will allow Realord APSL to retain them as recurrent clients and increase the revenue of Realord APSL. A larger client portfolio of Realord APSL as a whole would also facilitate Realord APSL in obtaining more fundings from principal banks to support its business development. The terms of the Financing Agreement were negotiated between Realord APSL and the Lin Family Members on an arm’s length basis. The Group also has internal control measures in place to ensure that the terms of the Financing Services offered by Realord APSL to the Lin Family Members and their respective majority-owned companies are comparable to and no less favourable to the Group than those offered to independent third party clients.

Having considered the above, the Board (excluding independent non-executive Directors who will express their views after taking into account the advice of an independent financial adviser to be appointed to advise on the Financing Agreement and the transactions contemplated thereunder) are of the view that the terms of the Financing Agreement (including the related annual caps) are on normal commercial terms, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Dr. Lin and Madam Su are executive Directors and spouse to each other. Dr. Lin and Madam Su respectively holds 70% and 30% of the equity interests in Manureen Holdings, the controlling shareholder of the Company, which in turn holds 1,073,160,000 Shares, representing approximately 74.6% of the entire issued share capital of the Company as at the date of this announcement. Mr. Lin is a director of certain subsidiaries of the Company (including Realord APSL), the son of Dr. Lin and Madam Su, and the brother of Ms. Lin. Ms. Lin is the daughter of Dr. Lin and Madam Su, and the sister of Mr. Lin. By virtue of the aforesaid relationships of Dr. Lin, Madam Su and Mr. Lin with the Group and Ms. Lin as an associate of each of them, each of the Lin Family Members is a connected person of the Company under Chapter 14A of the Listing Rules.

Dr. Lin, Madam Su and Mr. Lin Xiaodong (the brother of Dr. Lin) had abstained from voting on the relevant resolution(s) at the Board meeting approving the Financing Agreement and the transactions contemplated thereunder. Save as disclosed above, each of the Directors has confirmed that he/she has no material interest in the Financing Agreement and the transactions contemplated thereunder.

As the proposed maximum daily balance of the financing to be extended to the Lin Family Members by way of the IPO financing and margin financing is more than HK\$10,000,000 in aggregate and the relevant applicable percentage ratios are more than 5%, the Financing Agreement and the transactions contemplated thereunder and the related annual caps for the IPO financing and margin financing are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The SGM will be convened and held by the Company to consider and, if thought fit, approve, among other things, the Financing Agreement and the transactions contemplated thereunder (including the relevant annual caps for IPO financing and margin financing). The Lin Family Members and their respective associates will be required to abstain from voting on the resolution(s) approving the Financing Agreement and the transactions contemplated thereunder (including the relevant annual caps for IPO financing and margin financing) to be proposed at the SGM. As at the date of this announcement, Manureen Holdings, which is owned as to 70% by Dr. Lin and 30% by Madam Su and the controlling shareholder of the Company, holds 1,073,160,000 Shares, representing approximately 74.6% of the issued share capital of the Company. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquires, no other Shareholder has a material interest in the Financing Agreement and the transactions contemplated thereunder and is otherwise required to abstain from voting on the resolutions to approve the Financing Agreement and the transactions contemplated thereunder at the SGM.

The IBC, comprising all independent non-executive Directors, will be established to give recommendation to the Independent Shareholders on the terms of the Financing Agreement and the transactions contemplated thereunder, and an independent financial adviser will be appointed to advise the IBC and the Independent Shareholders in this regard.

A circular containing, among other things, (i) details of the Financing Agreement; (ii) the letter of recommendation from the IBC to the Independent Shareholders in respect of the Financing Agreement and the transactions contemplated thereunder; (iii) the letter of advice from the independent financial adviser to be appointed to advise the IBC and the Independent Shareholders in respect of the Financing Agreement and the transactions contemplated thereunder; and (iv) a notice convening the SGM, is expected to be despatched to the Shareholders on or before 18 November 2020.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Realord Group Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1196)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Lin”	Dr. Lin Xiaohui, the chairman and an executive Director of the Company, the spouse of Madam Su and the father of Mr. Lin and Ms. Lin
“Financing Agreement”	the financing agreement dated 28 October 2020 entered into among Realord APSL, Dr. Lin, Madam Su, Mr. Lin and Ms. Lin regarding the provision of the Financing Services by Realord APSL to the Lin Family Members and their respective majority-owned companies
“Financing Services”	collectively, the IPO financing services and margin financing services to be provided by Realord APSL to the Lin Family Members and their respective majority-owned companies pursuant to the Financing Agreement

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“IBC”	an independent committee of the Board to be established to make recommendation to the Independent Shareholders in respect of the Financing Agreement and the transactions contemplated thereunder
“Independent Shareholders”	Shareholders other than the Lin Family Members and their associate(s) who have a material interest in the Financing Agreement and the transactions contemplated thereunder
“IPO(s)”	initial public offering(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Lin Family Members”	collectively, Dr. Lin, Madam Su, Mr. Lin and Ms. Lin
“Madam Su”	Madam Su Jiaohua, the chief executive officer, an executive Director of the Company, the spouse of Dr. Lin and the mother of Mr. Lin and Ms. Lin
“Manureen Holdings”	Manureen Holdings Limited, a company incorporated in the British Virgin Islands with limited liability which is owned as to 70% by Dr. Lin and 30% by Madam Su respectively and the controlling shareholder of the Company
“Mr. Lin”	Mr. Lin Sen, the son of Dr. Lin and Madam Su, the brother of Ms. Lin and a director of certain subsidiaries of the Company
“Ms. Lin”	Ms. Lin Na, the daughter of Dr. Lin and Madam Su and the sister of Mr. Lin
“New Challenger”	New Challenger Investments Limited, a company wholly-owned by Ms. Lin

“Realord APSL”	Realord Asia Pacific Securities Limited, a company incorporated in Hong Kong with limited liability, a corporation licensed to carry out Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and an indirect 89.3%-owned subsidiary of the Company
“SGM”	the special general meeting of the Company to be convened and held for the Independent Shareholders to consider and, if thought fit, approve the resolution(s) in respect of the Financing Agreement and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 28 October 2020

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.