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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

### MONTHLY UPDATE IN RELATION TO THE PRE-CONDITIONAL VOLUNTARY CASH OFFER BY



### ON BEHALF OF REALORD GROUP HOLDINGS LIMITED TO ACQUIRE ALL OF THE ISSUED SHARES OF THE SINCERE COMPANY, LIMITED

Reference is made to the joint announcements issued by Realord Group Holdings Limited (“**Realord**”) and The Sincere Company, Limited (“**Sincere**”) dated 15 May 2020 (the “**Joint Announcement**”), 5 June 2020, 17 June 2020, 17 July 2020, 4 August 2020, 4 September 2020, 6 October 2020, 6 November 2020, 7 December 2020 and 7 January 2021 (the “**January Update Announcement**”) respectively, in relation to, among other matters, the Offer.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

## **STATUS OF FULFILMENT OF THE PRE-CONDITIONS**

As disclosed in the Joint Announcement, the making of the Offer is subject to the satisfaction or waiver (as the case may be) of the Pre-Conditions. In relation to fulfilment of Pre-Condition (i), Realord wishes to inform the shareholders of Realord, the shareholders of Sincere and the investing public that the application for the proposed change of “controllers” (within the meanings of the Insurance Ordinance) of Sincere LA and Sincere II has been submitted to the Insurance Authority on 26 January 2021. Save as aforesaid, since the date of the January Update Announcement, there has been no update in respect of the fulfilment of the Pre-Conditions.

## **MATTERS RELATING TO 4 FEB SINCERE ANNOUNCEMENT**

The board of directors of Realord (the “**Realord Board**”) has noted an announcement issued by Sincere dated 4 February 2021 (the “**4 Feb Sincere Announcement**”) in relation to the announcement issued by Sincere dated 29 October 2020 (the “**Deed Announcement**”), which had stated, inter alia, the deed of gift (the “**Deed**”) executed by Win Dynamic in favour of Sincere.

It was stated in the 4 Feb Sincere Announcement that the board of directors of Sincere (the “**Sincere Board**”) received a letter from Win Dynamic (the “**WD Letter**”) stating Win Dynamic’s declaration that the Deed is null and void and cancelled with immediate effect for various reasons including undue influence and duress. From the 4 Feb Sincere Announcement, it is further noted that the Sincere Board confirmed that Win Dynamic has not yet provided evidence in support of the assertions in the WD Letter or that it has any right to terminate the Deed. As stated in the 4 February Sincere Announcement, the Sincere Board (other than Mr. Philip K H Ma and Mr. Charles M W Chan, who also own and are directors of Win Dynamic) does not admit the Deed is null or void or has been cancelled.

The Realord Board had not been informed of the WD Letter and the Win Dynamic’s unilateral declaration prior to the 4 Feb Sincere Announcement.

The Realord Board notes that in the Deed Announcement, the Sincere Board (where both Mr. Philip K H Ma and Mr. Charles M W Chan were directors of Sincere as at the time of publication of the Deed Announcement and the 4 Feb Sincere Announcement) disclosed reasons for the entering into of the Deed. It was also mentioned in the Deed Announcement that the directors of Sincere considered that the Deed was in the interests of the SinCo Group and its shareholders as a whole. Moreover, there was a responsibility statement contained in the Deed Announcement reproduced as below:

*“The directors of Sincere 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.”*

The Realord Board further notes the WD Letter was only received by Sincere from Win Dynamic more than three months after publication of the Deed Announcement.

As at the date hereof, Realord is in the course of requesting for a copy of the WD Letter from Sincere and/or Win Dynamic in order to assess any impact of the WD Letter and/or matters contemplated thereunder on the making or proceeding of the Offer. Being a stakeholder of Sincere as the Offeror, Realord believes that both Sincere and the Sincere Board will take all necessary appropriate steps in order to protect and safeguard the interests of Sincere and the SinCo Shareholders.

Subject to the aforesaid, while the Realord Board will monitor the situation closely and take professional advices where necessary, it will continue to focus on its preparation work relating to the fulfilment of the Pre-Conditions of the Offer which will lead to the making of the Offer. Other than the No-bid Confirmation, the other eight Pre-Conditions have not been fulfilled or declared fulfilled.

Further announcement(s) setting out the progress and any material developments in relation to the Offer will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code and/or on a monthly basis until the despatch of the offer document of the Offer.

#### **WARNING**

**The Pre-Conditions must be satisfied or, if permitted, waived (as the case may be) before the making of the Offer. The making of the Offer is therefore a possibility only. Accordingly, the Realord Shareholders and prospective investors are advised to exercise caution when dealing in the securities of Realord. Persons who are in doubt as to the action they should take should consult their professional advisers.**

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

Hong Kong, 9 February 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.*