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REAL NUTRICEUTICAL GROUP LIMITED

瑞年國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2010)

CHANGE IN AUDITOR

The board (the “**Board**”) of directors (the “**Directors**”) of Real Nutraceutical Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Deloitte Touche Tohmatsu (“**Deloitte**”) ceased to be the auditor of the Company on 19 February 2016 as the Company and Deloitte could not agree on the scope of the Independent Review (as defined below). As mentioned in the Company’s announcement dated 24 December 2015, the Company will engage an independent accounting firm to conduct an independent review (the “**Independent Review**”) on the allegations made against the Group as discussed in such announcement. Deloitte has requested that such Independent Review should include a more comprehensive scope which in their view is necessary for themselves as well as the Company to have a proper basis for concluding on the matters and that the Independent Review must be completed before the issuance of their auditor’s report. Based on such scope and timing requirement, in the opinion of the Company, it is unlikely that Deloitte would be able to complete its audit work on or before 31 March 2016, being the last day for the Company to announce its final results for the year ended 31 December 2015 as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Company has accepted the resignation by Deloitte as it seeks to avoid any possible breach of the Listing Rules.

The Board has appointed Elite Partners CPA Limited (“**Elite Partners**”) as the auditor of the Company with effect from 19 February 2016 to fill the casual vacancy following the termination of engagement with Deloitte. Elite Partners shall hold office until the conclusion of the next annual general meeting of the Company.

Deloitte confirmed that other than the above, there are no other circumstances connected with their termination of engagement that need to be brought to the attention of the holders of securities of the Company.

Notwithstanding the above, the Company will engage an independent professional accounting firm to conduct the Independent Review, the scope of which is defined by the Audit Committee of the Company. The Company will make further announcement(s) as and when available regarding the findings from such review.

The Board would like to take this opportunity to express its gratitude to Deloitte for their professional services rendered to the Group in the past years.

By order of the Board
Real Nutriceutical Group Limited
Wang Fucai
Chairman

The People's Republic of China, 22 February 2016

As at the date of this announcement, the executive Directors are Mr. Wang Fucai, Mr. Yu Yan, Mr. Li Lin, Mr. Yi Lin, Mr. Zhang Yan and Ms. Au-Yeung Kam Ling, Celeste; the non-executive Directors are Mr. Ip Tak Chuen Edmond and Mr. Tsang Tse Wai, Claudius, and the independent non-executive Directors are Dr. Wong Lung Tak Patrick, BBS, J.P., Dr. Fong Chi Wah, Mr. Xu Hua Feng and Mr. Chan Kee Ming.