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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)**

### **LAPSE OF THE VERY SUBSTANTIAL ACQUISITION IN RELATION TO THE ACQUISITION OF THE TARGET ENGAGING IN SALE AND DISTRIBUTION OF PHARMACEUTICAL AND HEALTHCARE PRODUCTS IN THE PRC**

Reference is made to the announcements of Real Nutraceutical Group Limited (the “**Company**”) dated 19 April 2017 (the “**First Announcement**”) in relation to the Acquisition and the announcements of the Company dated 28 June 2017 and 29 September 2017 in relation to the delay in dispatch of the Circular. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the First Announcement.

As disclosed in the First Announcement, the Completion is subject to the fulfillment or waiver of various conditions precedent by 31 December 2017 or such later date the Purchaser and the Seller may agree in writing.

As at the date of this announcement, the parties to the Agreement have not reached an agreement on the extension of the Long Stop Date. As such, the Agreement will lapse after the end of 31 December 2017 and the Deposit of RMB200 million will be refunded to the Purchaser in full within 7 business days of the termination in accordance with the terms of the Agreement.

The Board considers that the lapse of the Agreement has no material adverse impact on the business operation and financial position of the Group.

Notwithstanding the lapse of the Agreement, the Company is still in the process of seeking mergers & acquisitions opportunities and will not rule out the possibility of re-negotiating the terms of the Acquisition with the Seller. The Company will issue further announcement(s) in compliance with the Listing Rules if such opportunities materialise.

By order of the Board of Directors of  
**Real Nutraceutical Group Limited**  
**Wang Fucai**  
*Chairman*

Hong Kong, 29 December 2017

*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 independent non-executive Directors are Dr. Fong Chi Wah, Mr. Xu Hua Feng and Mr. Chan Kee Ming.*