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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)

VOLUNTARY ANNOUNCEMENT

Reference is made to the announcements of the Company dated 22 August 2018, 24 August 2018, 31 August 2018 and 26 September 2018 (collectively, the “**Announcements**”). Terms used herein shall have the same meaning ascribed to them in the Announcements, unless the context expressly requires otherwise.

Since the suspension of trading of the Shares on the Stock Exchange from 4 July 2018 and up to and including the date of this announcement, the independent non-executive Directors (“**INEDs**”) have, amongst other things, continuously tried to contact the Chairman and all of the executive Directors through the chief financial officer and company secretary of the Company in Hong Kong, for information to (1) respond to the SFC concerns referred in the Company’s announcement dated 24 August 2018; (2) devise the Company’s action plan for resumption in response to the Stock Exchange’s notification to the Company of the Resumption Guidance; and (3) prepare and publish the 2018 Interim Results. However, neither the INEDs nor the chief financial officer and company secretary of the Company have managed to contact the Chairman, the executive Directors and the management of the Company and its subsidiaries (“**Group**”).

Despite the Company’s announcement and formation of the Independent Board Committee consisting of the INEDs (“**IBC**”) on 26 September 2018, the IBC has not been able to communicate with, or received any support from, any of the executive Directors or management of the Group (except the chief financial officer and company secretary of the Company, who have tried to liaise with each of the executive Directors, but without success). The IBC has not been provided with any financial resources to enable the Company to engage legal advisers, forensic accountants and other professional advisers that are necessary for the performance of its duties.

In addition, there were meetings of the audit committee of the Company held on 25 July 2018 and 6 August 2018. Attempts have been made by the audit committee to contact the Company’s auditors with a view to set up a meeting to discuss the abovementioned matters but they have not responded so far as at date of this announcement. Besides, Board meetings were held on 22 August 2018 and 21 September 2018, but the Chairman, all of the executive

Directors and the Group's management team (except the chief financial officer and company secretary of the Company) have failed to join all of those meetings mentioned without any response or reason for non-attendance.

Despite INEDs continuous efforts, they have encountered extreme difficulties in assisting the Company to respond to each of the above mentioned matters and devise the Company's action plan for resumption of trading of the Shares on the Stock Exchange.

Under the present circumstances, without any support from the executive Directors and management of the Group and without any financial resources to engage professional advisers, and if such circumstances continue, it will be very difficult for the INEDs to devise the Company's action plan for resumption of trading of the Shares on the Stock Exchange, respond to the abovementioned matters or continue to carry on any work for the Company. The INEDs strongly urge the Chairman, executive Directors and the Group's management to communicate with the INEDs and procure the Group to provide all necessary resources within a specific time frame with no further delay, so that the abovementioned three matters can be dealt with satisfactorily and in accordance with applicable laws and regulations. Otherwise, the INEDs would not be in a position to perform their duties and have to reconsider their position in the Company if by 15 November 2018, they are still unable to communicate with or receive any support from the executive Directors or management of the Company and they are not provided with any financial resources to enable the Company to engage legal advisers, forensic accountants and other professional advisers that are necessary for the performance of its duties.

On behalf of the Board
Real Nutraceutical Group Limited
Dr. Fong Chi Wah Mr. Xu Hua Feng Mr. Chan Kee Ming
Independent non-executive Directors

Hong Kong, 24 October 2018

As at the date of this announcement, the executive Directors are Mr. Wang Fucui, Mr. Yu Yan, Mr. Li Lin, Mr. Yi Lin and Mr. Zhang Yan; and the independent non-executive Directors are Dr. Fong Chi Wah, Mr. Xu Hua Feng and Mr. Chan Kee Ming.