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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 OF EXECUTIVE DIRECTORS AND AUTHORISED REPRESENTATIVE**

The Board announces that, with effect from 18 December 2018:

1. Dr. Wang Fucui (王福才博士) has been removed as an Executive Director of the Company.
2. Mr. Yu Yan (于岩先生) has been removed as an Executive Director of the Company.
3. Mr. Li Lin (李林先生) has been removed as an Executive Director of the Company.
4. Mr. Yi Lin (伊林先生) has been removed as an Executive Director of the Company.
5. Mr. Zhang Yan (張宴先生) has been removed as an Executive Director of the Company.

The Board further announces that, with effect from 3 January 2019:

1. Mr. Leung Wai Man, Raymond (梁衛民先生) has been appointed as an Executive Director of the Company.
2. Mr. Kwan Sai Bun, Daniels (關細彬先生) has been appointed as an Executive Director of the Company.
3. Dr. Chow Pok Yu, Augustine (周博裕博士) has been appointed as an Executive Director of the Company.
4. Ms. Yan, Vivian (甄慧滄女士) has been appointed as (i) an Executive Director of the Company and (ii) the authorised representative of the Company for the purpose of the Listing Rules.

## REMOVAL OF EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Real Nutraceutical Group Limited (the “**Company**”), together with its subsidiaries, (the “**Group**”) announces that following the extraordinary general meeting (“**EGM**”) of the Company held on 18 December 2018 and with effect from the same date:

1. Dr. Wang Fucui (王福才博士) has been removed as an Executive Director of the Company.
2. Mr. Yu Yan (于岩先生) has been removed as an Executive Director of the Company.
3. Mr. Li Lin (李林先生) has been removed as an Executive Director of the Company.
4. Mr. Yi Lin (伊林先生) has been removed as an Executive Director of the Company.
5. Mr. Zhang Yan (張宴先生) has been removed as an Executive Director of the Company.

## APPOINTMENT OF EXECUTIVE DIRECTORS

The Board also announces that with effect from 3 January 2019:

1. Mr. Leung Wai Man, Raymond (梁衛民先生) (“**Mr. Leung**”) has been appointed as an Executive Director of the Company.
2. Mr. Kwan Sai Bun, Daniels (關細彬先生) (“**Mr. Kwan**”) has been appointed as an Executive Director of the Company.
3. Dr. Chow Pok Yu, Augustine (周博裕博士) (“**Dr. Chow**”) has been appointed as an Executive Director of the Company.
4. Ms. Yan, Vivian (甄慧滄女士) (“**Ms. Yan**”) has been appointed as (i) an Executive Director of the Company and (ii) the authorised representative of the Company for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The biographical details of Mr. Leung, Mr. Kwan, Dr. Chow, and Ms. Yan are set out below:

**Mr. Leung Wai Man, Raymond** (梁衛民先生), aged 68, is a barrister-at-law of the Hong Kong High Court. Mr. Leung was called to the Bar in England and Hong Kong in 1975 and 1976 respectively whereupon he embarked on a long legal career. Mr. Leung possesses vast experience in both legal and business affairs through his legal practice and corporate management services.

Mr. Leung has entered into a service agreement with the Company for an initial term of three years commencing from 3 January 2019. He is subject to retirement by rotation and re-election provisions in the articles of association of the Company. Mr. Leung will be entitled to receive remuneration at a rate to be determined by the remuneration committee of the Company with reference to the prevailing market terms during the period, and whose recommendations have been approved by the Board.

Save as disclosed herein, there are no other benefits provided to Mr. Leung in his capacity as an Executive Director.

As at the date of this announcement, Mr. Leung holds 3,300,000 shares of the Company (the “Shares”) beneficially in his own name (representing approximately 0.033% of the total issued share capital of the Company) and also 2,870,000 Shares through a controlled corporation (representing approximately 0.0287% of the total issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Leung is not related to any of the other Directors, senior management, substantial shareholders or controlling shareholders (both as defined in the Listing Rules) of the Company. There are no other matters and information relating to Mr. Leung that need to be brought to the attention of the shareholders of the Company and/or which are required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (w) of the Listing Rules.

**Mr. Kwan Sai Bun, Daniels (關細彬先生)**, aged 57, is the Vice Chairman of Great Chinese Martial Artists Association (a charity group) and Director of Guangzhou Panyu Overseas Friendship Association. Mr. Kwan has more than twenty years’ experience in managing and operating book publishing, distribution and retail business.

Mr. Kwan has entered into a service agreement with the Company for an initial term of three years commencing from 3 January 2019. He is subject to retirement by rotation and re-election provisions in the articles of association of the Company. Mr. Kwan will be entitled to receive remuneration at a rate to be determined by the remuneration committee of the Company with reference to the prevailing market terms during the period, and whose recommendations have been approved by the Board.

Save as disclosed herein, there are no other benefits provided to Mr. Kwan in his capacity as an Executive Director.

As at the date of this announcement, Mr. Kwan holds 2,520,000 Shares beneficially in his own name (representing approximately 0.0252% of the total issued share capital of the Company) and 2,080,000 Shares through his spouse (representing approximately 0.0208% of the total issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Kwan is not related to any of the other Directors, senior management, substantial shareholders or controlling shareholders (both as defined in the Listing Rules) of the Company. There are no other matters and information relating to Mr. Kwan that need to be brought to the attention of the shareholders of the Company and/or which are required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (w) of the Listing Rules.

**Dr. Chow Pok Yu, Augustine (周博裕博士)**, aged 66, was the Chief Executive Officer and Executive Director of Harmony Asset Limited (currently known as Cocoon Holdings Limited) (HKEX: 0428), a listed investment company, that managed listed and unlisted portfolio in Hong Kong, China and overseas from 1996 to 2015. He was the Executive Director of Kaisun Energy Group Limited (currently known as Kaisun Holdings Limited)

(HKEX: 8203) from 2008 to 2016. He is now the Executive Director/Chairman of Harmony Asset Management Limited. Dr. Chow is a Director of Celsion Corporation (AMEX: CLN) and Medifocus Inc. (TSXV-MFS, OTC-MDFZF).

A specialist in mergers and acquisitions, restructuring, strategic management and turnaround operations, Dr. Chow has over 25 years of experience in managing listed companies in manufacturing, marketing and financial services. Dr. Chow's qualifications include a Master of Science degree from London Business School, and doctorate degrees from University of South Australia and City University of Hong Kong.

Dr. Chow has entered into a service agreement with the Company for an initial term of three years commencing from 3 January 2019. He is subject to retirement by rotation and re-election provisions in the articles of association of the Company. Dr. Chow will be entitled to receive remuneration at a rate to be determined by the remuneration committee of the Company with reference to the prevailing market terms during the period, and whose recommendations have been approved by the Board.

Save as disclosed herein, there are no other benefits provided to Dr. Chow in his capacity as an Executive Director.

As at the date of this announcement, Dr. Chow holds 6,000,000 Shares through his spouse (representing approximately 0.06% of the total issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. Chow is not related to any of the other Directors, senior management, substantial shareholders or controlling shareholders (both as defined in the Listing Rules) of the Company. There are no other matters and information relating to Dr. Chow that need to be brought to the attention of the shareholders of the Company and/or which are required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (w) of the Listing Rules.

**Ms. Yan, Vivian (甄慧滄女士)**, aged 37, serves as Chief Executive Officer at Delphinium Capital Partners Limited and Investment Director at Harmony Asset Management Limited. Ms. Yan has over a decade of experience in Financial Services. She has worked with major financial institutions such as Citigroup and Standard Chartered Bank. Her experience within the industry ranges from direct investment, corporate finance, relationship management, operational risk to trade finance. She is on the board of MBMI Resources Inc. (MBR.H (CVE)), a Toronto Stock Exchange listed company with nickel mining asset. She also served as board director and consultant to a number of companies, providing fund raising and strategic advice. She earned her Juris Doctor degree from the Chinese University of Hong Kong and a Master of Business Administration degree from London Business School in the United Kingdom.

Ms. Yan has entered into a service agreement with the Company for an initial term of three years commencing from 3 January 2019. She is subject to retirement by rotation and re-election provisions in the articles of association of the Company. Ms. Yan will be entitled to receive remuneration at a rate to be determined by the remuneration committee of the Company with reference to the prevailing market terms during the period, and whose recommendations have been approved by the Board.

Save as disclosed herein, there are no other benefits provided to Ms. Yan in her capacity as an Executive Director.

As at the date of this announcement, Ms. Yan holds 30,000 Shares beneficially in her own name (representing approximately 0.0003% of the total issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Yan is not related to any of the other Directors, senior management, substantial shareholders or controlling shareholders (both as defined in the Listing Rules) of the Company. There are no other matters and information relating to Ms. Yan that need to be brought to the attention of the shareholders of the Company and/or which are required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (w) of the Listing Rules.

### **BOARD'S ACTION**

The Board will investigate the Company's latest assets positions as soon as possible and report to the shareholders at appropriate time.

### **CONTINUED SUSPENSION OF TRADING**

Trading in the Shares on the Stock Exchange will remain suspended until further notice. The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares and other securities of the Company.**

On behalf of the Board  
**Real Nutraceutical Group Limited**  
**Mr. Leung Wai Man, Raymond    Mr. Kwan Sai Bun, Daniels**  
**Dr. Chow Pok Yu, Augustine        Ms. Yan, Vivian**  
*Executive Directors*

Hong Kong, 10 January 2019

*As at the date of this announcement, the Executive Directors are Mr. Leung Wai Man, Raymond, Mr. Kwan Sai Bun, Daniels, Dr. Chow Pok Yu, Augustine, and Ms. Yan, Vivian, and the Independent Non-Executive Directors of the Company are Mr. Ngai Wah Sang, Mr. Wong Kwok On and Mr. Yuen Ching Bor Stephen.*