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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)**

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 3 January 2019:

1. Mr. Wong Kwok On (王國安先生) has been appointed as an Independent Non-Executive Director, a member of each of the Audit Committee and the Remuneration Committee, and the chairman of the Nomination Committee;
2. Mr. Yuen Ching Bor Stephen (袁靖波先生) has been appointed as an Independent Non-Executive Director, a member of each of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee; and
3. Mr. Ngai Wah Sang (魏華生先生) has been appointed as an Independent Non-Executive Director, the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee.

The board (the “**Board**”) of directors (the “**Directors**”) of Real Nutraceutical Group Limited (the “**Company**”), together with its subsidiaries, (the “**Group**”) announces that with effect from 3 January 2019:

1. Mr. Wong Kwok On (王國安先生) (“**Mr. Wong**”) has been appointed as an Independent Non-Executive Director of the Company, a member of each of the audit committee of the Company (“**Audit Committee**”) and the remuneration committee of the Company (“**Remuneration Committee**”), and the chairman of the nomination committee of the Company (“**Nomination Committee**”);
2. Mr. Yuen Ching Bor Stephen (袁靖波先生) (“**Mr. Yuen**”) has been appointed as an Independent Non-Executive Director of the Company, a member of each of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee; and

3. Mr. Ngai Wah Sang (魏華生先生) (“**Mr. Ngai**”) has been appointed as an Independent Non-Executive Director of the Company, the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee.

The biographical details of Mr. Wong, Mr. Yuen and Mr. Ngai are set out below:

**Mr. Wong Kwok On** (王國安先生), aged 63, has previously worked in licensed corporations in Hong Kong engaging in securities, futures and corporate finance. Mr. Wong is currently the Chairman of the Hong Kong Securities & Futures Professionals Association. Mr. Wong is currently serving as an Independent Non-Executive Director of TC Orient Lighting Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (Stock Code: 515).

Mr. Wong has entered into a service contract with the Company for the period of one year from 3 January 2019 and will be subject to the retirement by rotation and re-election provisions in the articles of association of the Company. Mr. Wong 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. Wong in his capacity as an Independent Non-Executive Director.

As at the date of this announcement, Mr. Wong does not have any interests in the shares of the Company (the “**Shares**”) within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wong is not related to any of the other Directors, senior management, substantial shareholders or controlling shareholders (both as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company.

Save as disclosed above, there are no other matters and information relating to Mr. Wong 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. Yuen Ching Bor Stephen** (袁靖波先生), aged 70, graduated with a Master of Science in Interdisciplinary Design and Management from The University of Hong Kong. He is an Eminent Fellow Member of the Royal Institution of Chartered Surveyors, a Fellow Member of the Chartered Institute of Housing, a Fellow Member of the Hong Kong Institute of Housing and a Member of the Chartered Institute of Arbitrators. He has approximately 48 years of real estate experience in both public and private sectors. He is currently a non-executive chairman of InfraredNF Investment Advisers Limited and an independent non-executive director of Autotoll Limited. Mr. Yuen was ex-chairman of the Industry Training Advisory Committee (Property Management) of the Education Bureau, past chairman of the Real Estate Service Training Board, ex-committee member of the Employee Retraining Board, ex-member of the Land and Building Advisory Committee, past chairman of the Chartered Institute of Housing (Hong Kong Branch), past president of the Hong Kong Association of Property Management Companies and past president of the Hong Kong Institute of Real Estate Administrators.

Mr. Yuen is currently an (i) Independent Non-Executive Director of Winson Holdings Hong Kong Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8421), and (ii) Non-Executive Director of Affluent Partners Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code 1466).

Mr. Yuen has entered into a service contract with the Company for the period of one year from 3 January 2019 and will be subject to the retirement by rotation and re-election provisions in the articles of association of the Company. Mr. Yuen 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. Yuen in his capacity as an Independent Non-Executive Director.

As at the date of this announcement, Mr. Yuen holds 1,256,000 Shares beneficially under his own name (representing approximately 0.0126% of the total issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Yuen 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.

Save as disclosed above, there are no other matters and information relating to Mr. Yuen 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. Ngai Wah Sang (魏華生先生)**, aged 60, holds a Bachelor's Degree in Science from the University of London in the United Kingdom and is a fellow of The Institute of Chartered Accountants in Australia and the Hong Kong Institute of Certified Public Accountants respectively. He has broad experience in auditing, accounting, financial management and dealing with business development and investments and previously worked for international accounting firms and listed companies in Hong Kong and overseas. He was previously the deputy chairman and the chief executive officer of Earnest Investments Holdings Limited (HKEX code: 339). He is now the Chief Executive Officer of Golden Sunway Limited, which is an oil trading company and also serving as an Independent Non-executive Director of Tian An China Investments Company Limited (HKEX code: 28).

Mr. Ngai has entered into a service contract with the Company for the period of one year from 3 January 2019 and will be subject to the retirement by rotation and re-election provisions in the articles of association of the Company. Mr. Ngai 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. Ngai in his capacity as an Independent Non-Executive Director.

As at the date of this announcement, Mr. Ngai does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Ngai 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.

Mr. Ngai was a director of New Media Company Limited, a company incorporated in Hong Kong, when it was dissolved by order of the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) on 18 March 2003. New Media Company Limited was engaged in the business of sub-letting outdoor advertising spaces. On 5 September 1996, the creditors of New Media Company Limited presented a compulsory-winding up petition for an amount of approximately HK\$4.3 million. The High Court granted the order for winding-up on 23 October 1996 and New Media Company Limited was dissolved on 18 March 2003.

Save as disclosed above, there are no other matters and information relating to Mr. Ngai 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.*