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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)

SUPPLEMENTAL ANNOUNCEMENT

BACKGROUND

Reference is made to (i) the announcement of Real Nutraceutical Group Limited (the “**Company**”), together with its subsidiaries (the “**Group**”) dated 19 December 2018 concerning the poll results of the extraordinary general meeting (“**EGM**”) of the Company held on 18 December 2018, and (ii) the two announcements of the Company dated 10 January 2019 concerning the appointment of Mr. Ngai Wah Sang (魏華生先生) (“**Mr. Ngai**”) as an Independent Non-Executive Director of the Company (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company would like to provide further information in relation to the appointment of Mr. Ngai as an Independent Non-Executive Director of the Company.

SUPPLEMENTAL INFORMATION IN RELATION TO THE APPOINTMENT OF MR. NGAI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Whilst the EGM was held on 18 December 2018, the results of which was published in the Company’s announcement dated 19 December 2018 in which ordinary resolutions were passed by the shareholders of the Company at the EGM approving, amongst other matters, the appointment of Mr. Ngai as an Executive Director of the Company, it has subsequently came to the knowledge of the Company that Mr. Ngai only agreed to take up directorship as an Independent Non-Executive Director of the Company, and not as an Executive Director of the Company.

In considering whether Mr. Ngai should be appointed to act as an Independent Non-Executive Director of the Company, particularly in light of Rule 3.13 of the Listing Rules regarding his independence to act as an Independent Non-Executive Director, the Board has considered the following factors:

1. Mr. Ngai has not taken up any managerial or executive function of the Company prior to, or subsequent to, the passing of the ordinary resolution at the EGM on 18 December 2018;
2. Mr. Ngai is in a position to, and willing to, confirm his independence on each of the matters set out in Rule 3.13 of the Listing Rules;
3. Mr. Ngai wishes to focus his time and effort on his own businesses and would not have sufficient time to be involved in the management of the Company and its subsidiaries on a daily basis, however he is willing to spend time and effort on the affairs of the Company and its subsidiaries in an independent non-executive role;
4. Mr. Ngai has not accepted his appointment as Executive Director of the Company and is only willing to accept his appointment on the basis that he is designated as an Independent Non-Executive Director; and
5. Given the recent resignations of the former Independent Non-Executive Directors, the Company has an urgent need to fill these vacancies as soon as practicable in accordance with Rule 3.11 of the Listing Rules.

In light of the above, the Company and the Board are of the view that Mr. Ngai is independent to be appointed as an Independent Non-Executive Director of the Company.

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, 16 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.