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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)

SUSPENSION OF TRADING: RESUMPTION GUIDANCE

This announcement is made by Real Nutraceutical Group Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 22 August 2018, 24 August 2018, 31 August 2018, 7 December 2018, 19 December 2018 and 10 January 2019 (collectively, the “**Announcements**”) respectively in relation to, among other things, (a) that Wuxi Ruinian Industry & Commerce Co., Limited, a subsidiary of the Company, was under investigation by the Wuxi Public Securities Bureau (無錫市公安局) and Mr. Wang Fucui, the chairman of the board (“**Board**”) of directors of the Company (“**Directors**”), the chief executive officer of the Company and an executive Director, has been imposed by the police in the PRC criminal coercive measures (刑事強制措施) (“**Reported Incidents**”); (b) the suspension (“**Suspension**”) of trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) with effect from 9:00 a.m. on 4 July 2018 as directed by the Securities and Futures Commission (“**SFC**”) pursuant to its power under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules (“**Rule 8(1)**”); (c) the issues and concerns raised by the SFC leading to its exercise of its power under Rule 8(1) as aforesaid; (d) the transitional arrangements under the amended delisting framework applied to the Company under the amended Listing Rules effective from 1 August 2018; (e) the delay in publication of the interim results for the six-month period ended 30 June 2018; (f) poll results of the Extraordinary General Meeting held on 18 December 2018; (g) the removal and appointment of Executive Directors, and the appointment of Independent Non-Executive Directors; and (h) winding up and liquidation of the Group’s principal subsidiary Ruinian Industry.

RESUMPTION GUIDANCE

On 10 September 2018, the Company has been notified by the Stock Exchange of the following resumption guidance (“**Resumption Guidance**”) for the Company:

- (i) publish outstanding financial results and address any audit qualifications; and
- (ii) inform the market of all material information for the shareholders and the investors to appraise the Company’s position.

In addition, the Stock Exchange required the Company to remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange’s satisfaction before the trading in its securities is allowed to resume and the Company was reminded of its primary responsibility to devise its action plan for resumption.

The Stock Exchange has indicated that it might modify or supplement the Resumption Guidance if the Company’s situation changes.

ADDITIONAL RESUMPTION GUIDANCE

On 1 February 2019, the Company has been notified by the Stock Exchange of the following additional resumption guidance for the Company in consideration of its major subsidiary was in winding up and liquidation process as disclosed in the Company’s announcement on 7 December 2018:

- (a) demonstrate a sufficient level of operations or assets under Rule 13.24 to warrant the continued listing the Company’s shares.

For the avoidance of doubts, the Company must remedy the issue(s) causing its trading suspension and fully comply with the Rules to the Stock Exchange’s satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. To assist the Company, the Stock Exchange set out the additional resumption guidance which the Stock Exchange may modify or supplement if the Company’s situation changes.

UPDATE ON THE SUSPENSION OF TRADING

In the second week of February 2019, Board members met Wuxi government officials to learn more about the status of winding up and liquidation of Ruinian Industry and to seek local government support and cooperation.

The Board is investigating the Company’s financial situation and will report to shareholders as soon as it is appropriate to do so.

UPDATE ON BUSINESS OPERATIONS

The production of the Company’s health supplements products in Wuxi continues and the business operation carries on, both at a reduced scale.

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.

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
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Executive Directors

Hong Kong, 18 February 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.