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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, 10 January 2019 and 21 March 2019 (collectively, the “**Announcements**”) respectively in relation to, among other things, (a) that Wuxi Ruinian Industry & Commerce Co., Limited (“**Wuxi Ruinian**”), a subsidiary of the Company, was under investigation by the Wuxi Public Securities Bureau (無錫市公安局) and Mr. Wang Fucai, 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; (h) winding up and liquidation of the Group’s principal subsidiary Wuxi Ruinian; and (i) Mr. Poon Yick Pang, Philip has tendered his resignation as the company secretary, authorised representative and the chief financial officer with effect from 15 March 2019.

## RESUMPTION GUIDANCE

On 10 September 2018 and 1 February 2019, 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.
- (iii) 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.

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

## UPDATE ON THE SUSPENSION OF TRADING

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

In the third week of April 2019, based on the preliminary due diligence investigations in Wuxi Ruinian conducted by the members of the Board and the PRC Counsels, the Board noted that on 17 August 2018, the Court accepted the application for bankruptcy of Wuxi Ruinian filed by Bank of Jiangsu and designated the bankruptcy administrator. Wuxi Yinqian Bioscience Company Limited\* (無錫銀乾生物科技有限公司) has entered into the bankruptcy reorganisation procedures on 29 January 2019.

Mr. Wang Fucai (“**Mr. Wang**”), the former chief executive officer and an executive Director, has been imposed by the police in the PRC criminal coercive measures (刑事強制措施). As the Company has not been able to contact Mr. Wang and other former executive directors to understand the actual situation of the company involved, the status of the assets included in the latest audited report has not been verified. The PRC Counsels are in the process of investigating the status of the subsidiaries in China and the Company will report to shareholders as and where appropriate.

The Company will use its best endeavours to cooperate with the Stock Exchange in relation to fulfilling the requirements under the resumption conditions prior to the resumption of trading and any other requirements in this regard after the resumption of trading.

\* *for identification purpose only*

## **UPDATE ON BUSINESS OPERATIONS**

The production of the Company's health supplements products in Wuxi continues and the business operation carries on.

## **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,      Mr. Kwan Sai Bun,      Dr. Chow Pok Yu,      Ms. Yan, Vivian**  
**Raymond                      Daniels                      Augustine**

*Executive Directors*

Hong Kong, 6 June 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.*